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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported)

**May 19, 2023**



**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. ☐

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**Item 3.01      Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on May 2, 2023, NantHealth, Inc. (the "Company") received written notice (the "Notice") from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") stating that the Company has not regained compliance with the minimum \$15,000,000 market value of publicly held shares requirement for continued listing on the Nasdaq Global Select Market pursuant to Nasdaq Listing Rule 5450(b)(2)(C) (the "Public Float Requirement") prior to May 1, 2023, which was 180 calendar days after the Company received the initial deficiency letter from Nasdaq on October 31, 2022 regarding the Public Float Requirement (the "Compliance Period"). The Notice indicated that Company's common stock would be suspended from trading on Nasdaq on May 11, 2023 unless the Company timely requested a hearing before the Nasdaq Hearings Panel (the "Panel"). On May 8, 2023, the Company timely requested a hearing before the Panel, which temporarily stayed the suspension of trading and delisting of the Company's common stock from Nasdaq. The hearing was scheduled for June 8, 2023.

After additional consideration, the Company has determined that it is no longer in its best interest to pursue continued listing of its common stock on the Nasdaq Global Select Market and withdrew its request for a hearing on May 19, 2023. On May 22, 2023, the Company received notice from Nasdaq that its shares will be suspended at the open of business on May 24, 2023. Nasdaq is expected to file a Form 25 Notification of Delisting with the Securities Exchange Commission when all internal procedural periods have run.

The Company expects and plans for its shares of common stock to be quoted by the OTC Markets Group, Inc. ("OTC") upon being delisted from Nasdaq and has submitted an application to have its securities traded on the OTCQB Venture Market ("OTCQB") of OTC. While the Company intends to have its common stock quoted on the OTCQB, the Company's common stock may temporarily trade on OTC Pink until the transfer to OTCQB is finalized.

The Company will continue to remain a reporting company under the Securities Exchange Act of 1934, as amended, and the transition to OTCQB is not expected to affect the Company's business operations. The Company will make additional disclosures relating to post-suspension trading as that information becomes available.

**Forward-Looking Statements:**

In addition to historical information, this Current Report on Form 8-K contains or may imply forward-looking statements within the meaning of the federal securities laws, such as any implication that the Company's shares will be eligible to transfer to, and subsequently be quoted on, the OTCQB. Such forward-looking statements include projections regarding the Company's beliefs and expectations about future performance and, in some cases, may be identified by words like "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "future," "will," "seek" and similar terms or phrases. These statements are based on the Company's beliefs and assumptions, which in turn are based on information available as of the date of this Current Report on Form 8-K. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement and could harm the Company's business, prospects, results of operations, liquidity and financial condition and cause its stock price to decline significantly. Many of these factors are beyond the Company's ability to control or predict. Important factors that could cause the Company's actual results to differ materially from those indicated in the forward-looking statements include, among others: the ability to meet the initial listing requirements for the OTCQB or the ability to continue to meet OTCQB continued listing compliance standards once quoted on the OTCQB, and the events and risks referenced in the sections titled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent Quarterly Reports on Form 10-Q and in other documents filed or furnished with the Securities and Exchange Commission. As a result of these factors, actual results may differ materially from those indicated or implied by forward-looking statements. Our forward-looking statements do not reflect the potential impact of any acquisitions, mergers, dispositions, business development transactions, joint ventures or investments we may enter into or make in the future. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements are made only as of the date hereof and the Company undertakes no obligation to update or revise publicly any forward-looking statements, except as required by law. New factors emerge from time to time, and it is not possible for us to predict all such factors.

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## 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: May 22, 2023

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