

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): February 24, 2025

CONMED CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39218
(Commission File Number)

16-0977505
(I.R.S. Employer
Identification No.)

11311 Concept Blvd
Largo, Florida 33773
(Address of principal executive offices, including zip code)

(727) 392-6464
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

Securities registered pursuant to Rule 12(b) of the Act

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	CNMD	NYSE

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

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 24, 2025, the Board of Directors (the “Board”) of CONMED Corporation (the “Company”) increased the size of the Board to nine directors and appointed Mark Kaye as a director effective immediately. Mr. Kaye was appointed to the Audit Committee and to the Strategy Committee.

There are no understandings or arrangements between Mr. Kaye or any third parties pursuant to which he was selected as a director. In addition, there are no related party transactions that would be required to be disclosed under Item 404(a) of Reg S-K with respect to Mr. Kaye.

As a non-employee director, Mr. Kaye will receive the annual cash and equity compensation received by each of the Company’s non-employee directors, as further described in the Company’s proxy statement dated April 8, 2024. The Board granted Mr. Kaye a prorated portion of the annual equity compensation granted to directors with a value of approximately \$47,137, based on a Black Scholes valuation, which grant was comprised of 152 restricted stock units and stock options to acquire 1,846 shares of the Company’s common stock with an exercise price equal to the closing price of the Company’s stock on February 24, 2025. The awards will vest in full on February 24, 2026.

A copy of a press release issued on February 25, 2025 announcing Mr. Kaye’s election and describing his background and qualifications is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 8.01 Other Events

CONMED Corporation announced its Board of Directors declared a quarterly cash dividend of \$0.20 per share on February 24, 2025, payable on April 4, 2025, to all shareholders of record as of March 14, 2025.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are included herewith:

Exhibit No.	Description of Exhibit
99.1	Press release dated February 25, 2025 issued by CONMED Corporation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

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.

Date: February 24, 2025

CONMED CORPORATION
(Registrant)

By: /s/ Todd W. Garner
Name: Todd W. Garner
Title: Executive Vice President, Finance &
Chief Financial Officer



NEWS RELEASE

CONTACT:
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CONMED Corporation Adds Mark Kaye to its Board of Directors

Largo, Fla. - February 25, 2025 – CONMED Corporation (NYSE: CNMD) today announced that Mark Kaye will be joining its Board of Directors effective February 24th, 2025.

“My fellow directors and I are extremely pleased to welcome Mark to the board,” said Martha Goldberg Aronson, Chair of CONMED’s Board of Directors. “Mark brings a wealth of experience to CONMED, including deep knowledge across finance, accounting, risk management, strategic planning, and operational efficiencies. He also brings a strong background and expertise in both corporate governance and healthcare. Mark’s skills and insights will help guide CONMED’s future direction.”

“Mark is an outstanding addition to our board,” said Patrick Beyer, President and Chief Executive Officer of CONMED. “We are excited to benefit from his valuable healthcare and financial expertise as we continue to execute on our many growth opportunities, which will benefit our customers, shareholders, and employees.”

Mr. Kaye has served as the Executive Vice President and Chief Financial Officer of Elevance Health (Elevance) since 2023. Prior to joining Elevance, he served as the Executive Vice President and Chief Financial Officer of Moody’s Corporation (Moody’s) from 2021 to 2023, with responsibility for all global finance activities across the company and as Senior Vice President-Chief Financial Officer from 2018 to 2021. Prior to Moody’s, he served as Senior Vice President and Head of Financial Planning and Analysis at Massachusetts Mutual Life Insurance Company (MassMutual) from 2016 until 2018, and Chief Financial Officer of MassMutual U.S. since 2015.

Prior to MassMutual, Mr. Kaye served as Chief Financial Officer and Senior Vice President, Retirement Solutions, at Voya Financial (formerly ING U.S.) from 2011 to 2015, and Mr. Kaye previously held various senior financial and risk reporting positions at ING U.S. and ING Group. Prior to that, Mr. Kaye worked in the investment banking division of Credit Suisse First Boston. Mr. Kaye has served as a Director on the Board of BCS Financial Corporation since 2024. Mr. Kaye holds a bachelor’s degree in Actuarial Science and Statistics from the University of Pennsylvania and a Masters of Business Administration in Finance from The Wharton School at the University of Pennsylvania.

About CONMED Corporation

CONMED is a medical technology company that provides devices and equipment for surgical procedures. The Company’s products are used by surgeons and other healthcare professionals in a variety of specialties including orthopedics, general surgery, gynecology, thoracic surgery, and gastroenterology. For more information, visit www.conmed.com.

Forward-Looking Statements

This press release may contain forward-looking statements based on certain assumptions and contingencies that involve risks and uncertainties, which could cause actual results, performance, or trends to differ materially from those expressed in the forward-looking statements herein or in previous disclosures. For example, in addition to general industry and economic conditions, factors that could cause actual results to differ materially from those in the forward-looking statements may include, but are not limited to the risk factors discussed in the Company's Annual Report on Form 10-K for the full year ended December 31, 2024 and other risks and uncertainties, which may be detailed from time to time in reports filed by CONMED with the SEC. Any and all forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and relate to the Company's performance on a going-forward basis. The Company believes that all forward-looking statements made by it have a reasonable basis, but there can be no assurance that management's expectations, beliefs or projections as expressed in the forward-looking statements will actually occur or prove to be correct.
