

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): September 22, 2019

CONMED CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

0-16093
(Commission
File Number)

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

525 French Road
Utica, New York 13502
(Address of principal executive offices, including zip code)

(315) 797-8375
(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 Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CNMD	NASDAQ

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 Principal Officers; Election of Directors; Appointment of Principal Officers**

On September 22, 2019, on the recommendation of the Company's Corporate Governance and Nominating Committee, pursuant to Section 2.2 of the Amended and Restated By-Laws of the Company (as adopted as of April 29, 2011), the Board of Directors appointed Barbara Schwarzenraub and LaVerne Council to be on the CONMED Corporation Board of Directors. As noted in the press release, the appointment of Ms. Shwarzenraub was effective as of September 22, 2019, with the appointment of Ms. Council being effective as of December 1, 2019. A copy of the press release issued on September 23, 2019 describing the backgrounds and qualifications of Ms. Council and Ms. Schwarzenraub is attached to this Form 8-K as Exhibit 99.1. Ms. Schwarzenraub was appointed to the Audit Committee, and Ms. Council will serve on the Compensation Committee.

There are no understandings or arrangements between Ms. Schwarzenraub and Ms. Counsel or any third parties pursuant to which either new director was selected or nominated, and there are no related-party transactions which would be required to be disclosed under Item 404(a) of Reg S-K with respect to either new director.

As non-employee directors, Ms. Council and Ms. Schwarzenraub will participate in the Director Fee Plan, as further described in the Annual Proxy dated April 12, 2019. In addition, the Board of Directors awarded both Ms. Schwarzenraub and Ms. Council Restricted Stock Units ("RSUs"), as well Stock Options with an exercise price equal to the closing price of CONMED stock on the date of each award, with the value of each award pro-rated based on the portion of the term each newly appointed director will serve. Ms. Schwarzenraub's award of \$120,000 in value in the form of 895 RSUs and 1,515 Stock Options as of September 23, 2019 is subject to 100% vesting as of September 23, 2020, subject to the completion of service as a director through CONMED's next Annual Shareholders Meeting. Ms. Council's award as of December 2, 2019 will consist of \$90,000 in value of RSUs and Stock Options, which will be determined based on the closing price of CONMED stock as of December 2, 2019, and will be subject to 100% vesting as of December 2, 2020, subject to the completion of service as a director through CONMED's next Annual Shareholders Meeting.

Section 9 Financial Statements and Exhibits
Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are included herewith:

Exhibit No.	Description of Exhibit
99.1	Press Release issued by Registrant on September 23, 2019

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 thereunto duly authorized.

CONMED CORPORATION
(Registrant)

By: Daniel S. Jonas
Executive Vice President – Legal Affairs,
General Counsel & Secretary

Date: September 24, 2019

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

99.1

[Press Release, dated September 23, 2019, issued by CONMED Corporation](#)

CONTACT:
CONMED Corporation
Todd W. Garner
Chief Financial Officer
315-624-3317
ToddGarner@conmed.com

CONMED Corporation Adds LaVerne Council and Barbara Schwarzentraub to its Board of Directors

Utica, New York, September 23, 2019 – CONMED Corporation (NASDAQ: CNMD) announced today LaVerne Council and Barbara Schwarzentraub are joining its Board of Directors. Ms. Schwarzentraub will join the Board effective immediately, with Ms. Council joining the Board effective as of December 1, 2019.

“LaVerne and Barb are outstanding additions to our board,” commented Mark Tryniski, Chairman of CONMED’s Board of Directors. “They both bring a wealth of global executive leadership experience and proven track records developing and implementing strategies across global organizations and driving shareholder value. Their impressive backgrounds and focus on execution will make them vital contributors in guiding CONMED’s growth.”

“We are thrilled to welcome LaVerne and Barb to our board of directors,” said Curt R. Hartman, President and Chief Executive Officer of CONMED. “We are excited to benefit from their valuable counsel as we continue to execute on enhanced growth opportunities that will benefit our customers, shareholders, and employees.”

Ms. Council is the National Managing Principal, Enterprise Technology Strategy & Innovation for Grant Thornton LLP. She served as the Senior Vice President and General Manager for MITRE Corporation from 2017 through 2018 and as the Assistant Secretary for Information & Technology and Chief Information Officer for the United States Department of Veteran Affairs from 2015 through 2017. Ms. Council was the Chief Executive Officer of Council Advisory Services, LLC from 2012 through 2015 and served as the Corporate Vice President and Global Chief Information Officer for Johnson & Johnson from 2006 through 2011. Prior to that, she served in a number of roles of increasing responsibility at DELL, Inc., most recently as the Global Vice President Information Technology, Global Business Solutions and Development Services.

Ms. Council received her Master of Business Administration from Illinois State University and her Bachelor of Business Administration in Computer Science from Western Illinois University.

Ms. Schwarzentraub has been with Caterpillar, Inc since 1990 and currently serves as a Director and Divisional Chief Financial Officer for Global Information Services Division. From 2016 through 2017, Ms. Schwarzentraub was the Director of Caterpillar’s Global Component Manufacturing and Supply Chain, having previously served as the Director of Caterpillar’s Parts Distribution and Vice President of Caterpillar Logistics Services Inc from 2010 through 2016. She also served as the Director of Global Finance Transformation from 2006 through 2010. Prior to these roles, Ms. Schwarzentraub held a number of positions of increasing responsibility within Caterpillar including Six Sigma Deployment Director, Manager of FP&A, Process Improvement Manager, and various accounting positions.

Ms. Schwarzentraub received her Master of Business Administration and Bachelor of Science in Accounting from Bradley University.

About CONMED Corporation

CONMED is a medical technology company that provides surgical devices and equipment for minimally invasive procedures. The Company's products are used by surgeons and physicians in a variety of specialties, including orthopedics, general surgery, gynecology, neurosurgery, 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 fiscal year ended December 31, 2018 and listed under the heading *Forward-Looking Statements* in the Company's most recently filed Form 10-Q. 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.
