

**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): June 13, 2022**

**CONMED CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-39218**  
(Commission  
File Number)

**16-0977505**  
(IRS Employer  
Identification No.)

**11311 Concept Boulevard**  
**Largo, FL 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 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))

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

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

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 2.01 Completion of Acquisition or Disposition of Assets.

On June 13, 2022, CONMED Corporation, a Delaware corporation (“CONMED”), completed its previously announced acquisition of In2Bones Global, Inc., a Delaware corporation (“In2Bones”). Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of May 4, 2022, by and among CONMED, In2Bones, Odyssey Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of CONMED (“Merger Sub”) and Sheryl Moroschak, solely in her capacity as representative of In2Bones’ equity holders (the “Holder Representative”), Merger Sub merged with and into In2Bones (the “Merger”), with In2Bones surviving the Merger as a wholly-owned subsidiary of CONMED.

Pursuant to the Merger Agreement, upon the closing of the Merger (the “Closing”), CONMED paid In2Bones’ equity holders an aggregate upfront payment of \$145,000,000 in cash, as adjusted and payable pursuant to the Merger Agreement (the “Closing Purchase Price”). The adjustments to the Closing Purchase Price include, among others, (i) an upward adjustment for any cash held by In2Bones at the Closing, (ii) a downward adjustment for In2Bones’ outstanding indebtedness, transaction expenses and other related fees and expenses and (iii) an upward or downward, as applicable, net working capital adjustment based on a target range. The Merger Agreement also provides for earn-out payments to In2Bones’ equity holders in an amount up to \$110,000,000 based on the achievement of certain revenue targets for In2Bones products during the sixteen (16) successive quarters commencing on July 1, 2022.

The foregoing description of the Merger Agreement and the Merger does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is filed as Exhibit 10.1 to CONMED’s Current Report on Form 8-K filed with the SEC on May 5, 2022 and incorporated herein by reference.

## Item 7.01 Regulation FD Disclosure.

On June 13, 2022, CONMED issued a press release announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information under this Item 7.01 of this current report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>   |
|--------------------|---|
| 99.1               | <a href="#">Press Release, dated June 13, 2022, issued by CONMED Corporation.</a> |
| 104                | Cover Page Interactive Data File (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.

CONMED CORPORATION  
(Registrant)

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

Date: June 13, 2022



## NEWS RELEASE

*CONMED Corporation*  
**Todd Garner**  
**Chief Financial Officer**  
**727-214-2975**  
**ToddGarner@conmed.com**

**CONMED Completes Acquisition of  
In2Bones Global, Inc.**

**Largo, Florida, June 13, 2022** – CONMED Corporation (NYSE: CNMD) today announced that it has completed its previously announced acquisition of privately-held In2Bones Global Inc.

Headquartered in Memphis, Tennessee, In2Bones is a global developer, manufacturer, and distributor of medical devices for the treatment of disorders and injuries of the upper (hand, wrist, elbow) and lower (foot and ankle) extremities. The company's comprehensive product portfolio includes implants, fracture systems, biologics, and related hardware.

The transaction is being financed through a combination of the net proceeds of the Company's 2.25% convertible notes, which were issued on June 6, 2022, borrowings under the Company's amended and restated credit facility, and cash on hand. The Company will provide additional guidance regarding the impact of the transaction on 2022 financial results when it reports second quarter financial results in late July.

**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, thoracic surgery, and gastroenterology. For more information, visit [www.conmed.com](http://www.conmed.com).

**About In2Bones Global, Inc.**

Headquartered in Memphis, Tennessee, In2Bones is a global developer manufacturer and distributor of medical devices for the treatment of disorders and injuries of the upper (hand, wrist, elbow) and lower (foot and ankle) extremities.

**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 risks posed to the Company's business, financial condition, and results of operations by the COVID-19 global pandemic and the various government responses to the pandemic, including deferral of surgeries, reductions in hospital and ambulatory surgery center operating volumes, disruption to potential supply chain

reliability; the ability of the Company to advance In2Bones Global, Inc.'s product lines, the potential effects of the acquisition on relationships with employees, customers, other business partners or governmental entities; any assumptions underlying any of the foregoing as well as the risk factors discussed in the Company's Annual Report on Form 10-K for the full year ended December 31, 2021 and in the Form 10-Q for the most recently completed quarter and in the current report on the Form 8-K filed on May 5, 2022. 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.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.