
**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): August 9, 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 Symbol(s)	Name of each exchange on which registered
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 2.01 Completion of Acquisition or Disposition of Assets.

On August 9, 2022, CONMED Corporation, a Delaware corporation (“CONMED”), completed its previously announced acquisition of Biorez, Inc., a Delaware corporation (“Biorez”). Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of August 1, 2022, by and among CONMED, Biorez, Prometheus Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of CONMED (“Merger Sub”) and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as representative, agent and attorney-in-fact of Biorez’s securityholders, Merger Sub merged with and into Biorez (the “Merger”), with Biorez 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 Biorez’s securityholders an aggregate upfront payment of \$85,000,000 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 Biorez at the Closing, (ii) a downward adjustment for Biorez’s 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 Biorez’s securityholders in an amount up to \$165,000,000 based on the achievement of certain revenue targets for Biorez’s products during a period of four years commencing on October 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 Securities and Exchange Commission on August 1, 2022 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On August 9, 2022, CONMED issued a press release announcing the consummation of the Merger. 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	Press Release, dated August 9, 2022, issued by CONMED Corporation.
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: August 9, 2022



NEWS RELEASE

CONMED Corporation

Todd Garner

Chief Financial Officer 727-214-2975

ToddGarner@conmed.com

CONMED Completes Acquisition of Biorez, Inc.

Largo, Florida, August 9, 2022 – CONMED Corporation (NYSE: CNMD) today announced that it has completed its previously announced acquisition of privately-held Biorez, Inc.

Biorez is a medical device start-up based in New Haven, CT and is focused on advancing the healing of soft tissue using its proprietary BioBrace® Implant technology. The BioBrace Implant is an innovative bioinductive scaffold that is intended to reinforce soft tissue where weakness exists and facilitate healing. BioBrace® is cleared for use by the FDA in multiple product sizes. The transaction is being financed through the Company's existing credit facility.

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.

About Biorez, Inc.

Biorez is a New Haven, CT based medical device start-up focused on advancing the healing of soft tissues using its proprietary BioBrace® Implant technology.

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 CONMED to advance Biorez's product lines following the Merger, including challenges and uncertainties inherent in product research and development, and the uncertain impact, outcome and cost of ongoing and future clinical trials and market studies; the potential effects of the Merger on relationships with employees, customers, other business partners or governmental entities; any assumptions underlying any of the foregoing; as well as risk factors discussed in the Company's Annual Report on Form 10-K for the full year ended December 31, 2021 and other risks and uncertainties which may be detailed from time to time in reports filed by CONMED with the U.S. Securities and Exchange Commission. CONMED's shareholders and other investors are cautioned that any such forward-looking statements are not guarantees of future performance and to not place undue reliance on these forward-looking statements, as actual results may differ materially from those currently anticipated. All forward-looking statements are based on information currently available to CONMED, and CONMED undertakes no obligation to update any such forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law.

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.