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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): February 12, 2021**

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**SURGALIGN HOLDINGS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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

**001-38832**  
(Commission  
File Number)

**83-2540607**  
(IRS Employer  
Identification No.)

**520 Lake Cook Road, Suite 315, Deerfield, Illinois**  
(Address of Principal Executive Offices)

**60015**  
(Zip Code)

**Registrant's telephone number, including area code: (224) 303-4651**

(Former Name or Former Address, if Changed Since Last Report)

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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:

- 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	Name of exchange on which registered
common stock, \$0.001 par value	SRGA	Nasdaq Global Select Market

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 8.01 Other Events.**

On February 12, 2021, Surgalign Holdings, Inc. (the “Company”) issued the press release attached to this Report as Exhibit 99.1 and incorporated in this Report by reference announcing the date of its upcoming annual meeting of stockholders (the “2021 Annual Meeting”). The Company will hold its 2021 Annual Meeting on May 4, 2021 at 9:00 a.m. Central Time. Holders of record of the Company’s common stock at the close of business on March 15, 2021, the record date, are entitled to participate in the 2021 Annual Meeting.

Because the date of the 2021 Annual Meeting has been changed by more than 30 days from the anniversary of the Company’s 2020 annual meeting of stockholders, the deadline for the submission of proposals by stockholders for inclusion in the Company’s proxy materials relating to the 2021 Annual Meeting in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, will be the close of business on February 22, 2021. The Company believes this provides a reasonable time before it expects to begin to print and send its proxy materials. Any proposal received after such date will be considered untimely.

In accordance with the Company’s Amended and Restated Bylaws (“Bylaws”), stockholders who intend to nominate a person for election as a director or submit a proposal regarding any other matter of business at the 2021 Annual Meeting must deliver written notice of any proposed business or nomination to the Company Secretary at the Company’s principal executive offices no later than the close of business on February 22, 2021 (which is at least 10 days following the date of public disclosure of the date of the 2021 Annual Meeting). Any notice of proposed business or nomination must comply with the specific requirements set forth in the Bylaws in order to be considered at the 2021 Annual Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 [Press Release of Surgalign Holdings, Inc., issued on February 12, 2021.](#)
- 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.

SURGALIGN HOLDINGS, INC.

Date: February 12, 2021

By: /s/ Joshua H. DeRienzi  
Name: Joshua H. DeRienzi  
Title: General Counsel and Corporate Secretary



## Press Release

### **Surgalign Holdings, Inc. Announces Record Date and Annual Meeting Date**

**Deerfield, Ill., February 12, 2021** – Surgalign Holdings, Inc. (Nasdaq: SRGA), a global surgical implant company (the “Company”), today announced that its 2021 Annual Meeting of Stockholders (the “Annual Meeting”) will be held virtually on May 4, 2021 at 9:00 A.M. Central Time. Holders of record of the Company’s common stock at the close of business on March 15, 2021, the record date, are entitled to notice of and to vote upon matters considered at the Annual Meeting.

To be timely, pursuant to the Company’s Bylaws and Rule 14a-8 of the Securities Exchange Act of 1934, as amended, any notice of business or nominations with respect to the Annual Meeting must be received by no later than 5:00 P.M. Central Time on February 22, 2021. Any such stockholder proposal must be submitted and must comply with the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), including Rule 14a-8 of the Securities Exchange Act of 1934, as amended, and the Company’s Bylaws.

Proxy materials are expected to be mailed to stockholders of record on or about March 30, 2021, and will be available on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on the Company’s website at [www.surgalign.com](http://www.surgalign.com).

### **About Surgalign Holdings, Inc.**

Surgalign Holdings, Inc. is a global medical technology company focused on advancing the science of spine care by delivering innovative solutions, including the application of digital technologies, to drive superior patient outcomes. The company is building off a legacy of differentiated products and continues to invest in clinically validated innovation to deliver better surgical outcomes and improve patients’ lives. The Company currently markets and sells products to hospitals, ambulatory surgery centers, and healthcare providers in the United States and in more than 40 countries worldwide. The Company is headquartered in Deerfield, Illinois, with commercial, innovation and design centers in Marquette, Michigan, Wurmlingen, Germany and Warsaw, Poland.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management’s current expectations, estimates and projections about our industry, our management’s beliefs and certain assumptions made by our management. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” variations of such words and similar expressions are intended to identify such forward-looking statements. The forward-looking statements are not guarantees of future performance and are based on certain assumptions including general economic conditions, as well as those within the Company’s



## **Press Release**

industry, and numerous other factors and risks described in the “Risk Factors” sections of our most recent annual and quarterly reports and in other reports we have filed with the SEC. Additional risks and uncertainties will be discussed in the proxy statement. These factors should be considered carefully and undue reliance should not be placed on the forward-looking statements. Each forward-looking statement in this communication speaks only as of the date of the particular statement. Copies of the Company’s SEC filings may be obtained by contacting the Company or the SEC or by visiting the Company website at [www.surgalign.com](http://www.surgalign.com) or the SEC’s website at [www.sec.gov](http://www.sec.gov). We undertake no obligation to update these forward-looking statements except as may be required by law.

## **Important Additional Information and Where to Find It**

As the Annual Meeting will be held more than 30 days prior to the first anniversary of the Company’s 2020 Annual Meeting of Stockholders, which was held on July 15, 2020, stockholders of the Company who wish to have a proposal considered for inclusion in the Company’s proxy materials for the 2021 annual meeting of stockholders must provide written notice that is received by the Company’s corporate secretary at 520 Lake Cook Road, Suite 315, Deerfield, Illinois 60015 (U.S. mail), on or before the close of business on February 22, 2021, which the Company has determined to be a reasonable time before it expects to begin to print and send its proxy materials. Any such stockholder proposal must be submitted and must comply with the applicable rules and regulations of the SEC, including Rule 14a-8 of the Securities Exchange Act of 1934, as amended (as applicable), Delaware law and the Company’s bylaws.

This press release does not constitute a solicitation of any vote or approval. In connection with the Annual Meeting, the Company will file relevant materials with the SEC, including a preliminary proxy statement on Schedule 14A. Following the filing of the definitive proxy statement with the SEC, the Company will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the Annual Meeting. **INVESTORS AND SECURITY HOLDERS ARE ENCOURAGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN SUCH DOCUMENTS BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING.** The directors, nominees for election as director, executive officers and certain other members of management and employees of the Company may be deemed “participants” in the solicitation of proxies from the Company’s stockholders in connection with the matters to be considered at the Annual Meeting. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Company’s stockholders in connection with such matters will be set forth in the definitive proxy statement to be filed with the SEC. In addition, you can find information about the Company’s executive officers and directors in the aforementioned proxy statement. Investors and security holders will be able to obtain the



**Press Release**

proxy statement and other relevant materials filed by the Company with the SEC free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), from the Company at its website, [www.surgalign.com](http://www.surgalign.com), or by contacting the Company's Investor Relations at (224) 303-4651.

Jonathon Singer, Chief Financial and Operating Officer

Investor and Media Contact

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