

**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): July 18, 2024

Enovis Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34045
(Commission
File Number)

54-1887631
(I.R.S. Employer
Identification No.)

2711 Centerville Road, Suite 400
Wilmington, DE 19808
(Address of principal executive offices) (Zip Code)

(302) 252-9160
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

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 Section 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, par value \$0.001 per share	ENOV	New York Stock Exchange

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 checkmark 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 8.01 Other Events.

On February 22, 2024, Enovis Corporation (the “Company”) filed with the U.S. Securities and Exchange Commission (the “SEC”) an automatic shelf registration statement on Form S-3. On July 18, 2024, the Company filed with the SEC a prospectus supplement (the “Prospectus Supplement”) covering the resale of up to 971,343 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), held by Emil Holding II S.à r.l. (“Emil”), the former shareholder of LimaCorporate S.p.A. (“Lima”). Such shares were issued as part of the consideration paid to Emil in connection with the Company’s acquisition of Lima, pursuant to which the Company agreed to issue to Emil up to an aggregate of 1,942,686 shares of Common Stock, which the Company anticipates issuing in two equal tranches (the “Lima Shares”). The Prospectus Supplement relates to the first tranche of 971,343 Lima Shares that was issued to Emil on July 16, 2024. As of the date hereof, the second tranche of Lima Shares has not yet been issued, but is expected to occur in the first quarter of 2025, subject to certain conditions as provided for in the share purchase agreement related to the acquisition. The Company is filing this Current Report on Form 8-K to provide the legal opinion of its counsel, Latham & Watkins LLP, regarding the legality of the securities covered by the Prospectus Supplement, which opinion is attached here to as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits:*

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File - The cover page from this Current Report on Form 8-K is formatted in Inline XBRL.

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.

Date: July 18, 2024

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy

Name: Bradley J. Tandy

Title: Senior Vice President and Chief Legal Officer

330 North Wabash Avenue
 Suite 2800
 Chicago, Illinois 60611
 Tel: +1.312.876.7700 Fax: +1.312.993.9767
 www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

July 18, 2024

Enovis Corporation
 2711 Centerville Road, Suite 400
 Wilmington, Delaware 19808

Re: Registration Statement No. 333-277239
971,343 Shares of Common Stock

To the addressees set forth above:

We have acted as special counsel to Enovis Corporation, a Delaware corporation (the “*Company*”), in connection with the potential sale by a certain shareholder of the Company (the “*Selling Shareholder*”) of up to 971,343 shares of the Company’s common stock, par value \$0.001 per share (the “*Shares*”). The Shares are included in a registration statement on Form S-3 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 22, 2024 (Registration No. 333-277239) (as so filed and as amended, the “*Registration Statement*”), a base prospectus, dated February 22, 2024, included in the Registration Statement at the time it originally became effective (the “*Base Prospectus*”), and a final prospectus supplement, dated July 18, 2024, filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “*Prospectus*”).

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the sale of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the internal laws of the Delaware General Corporation Law (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

LATHAM & WATKINS LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company's Current Report on Form 8-K, dated July 18, 2024, and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP