

**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 7, 2022

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|----------------------|--|
| 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 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 7, 2022, at the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) of Enovis Corporation (the “Company”), an amendment to the Company’s 2020 Omnibus Incentive Plan (the “Amendment”) was approved by the Company’s stockholders. The Amendment was previously adopted by the Company’s Board of Directors on April 26, 2022, subject to the approval of the Company’s stockholders.

The Amendment authorizes an additional 745,000 shares of the Company’s common stock, par value \$0.001 per share, for issuance under the 2020 Omnibus Incentive Plan. The foregoing description of the Amendment is qualified by the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 7, 2022, the Company held its Annual Meeting, at which four proposals were submitted to the Company’s stockholders. The proposals are described in detail in the Company’s Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 28, 2022. The final results for each proposal are set forth below:

Proposal 1- Election of Directors:

The Company’s stockholders elected eleven directors to the Company’s Board of Directors (to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualified). The votes regarding this proposal were as follows:

| <u>Nominee</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|----------------------|------------|----------------|----------------|
| Mitchell P. Rales | 47,063,382 | 1,613,776 | 61,534 |
| Matthew L. Trerotola | 48,454,008 | 273,184 | 11,500 |
| Barbara W. Bodem | 47,099,071 | 1,627,996 | 11,625 |
| Liam J. Kelly | 48,463,459 | 263,291 | 11,942 |
| Angela S. Lalor | 48,642,718 | 84,317 | 11,657 |
| Philip A. Okala | 48,501,433 | 225,316 | 11,943 |
| Christine Ortiz | 48,671,889 | 55,179 | 11,624 |
| A. Clayton Perfall | 48,346,829 | 378,543 | 13,320 |
| Brady Shirley | 48,172,890 | 552,823 | 12,979 |
| Rajiv Vinnakota | 47,539,202 | 1,187,548 | 11,942 |
| Sharon Wienbar | 47,855,319 | 871,749 | 11,624 |

Proposal 2- Ratification of appointment of independent registered accounting firm:

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 49,660,364 | 382,613 | 12,330 |

Proposal 3- Advisory vote on the executive compensation of the named executive officers:

The Company’s stockholders approved, by non-binding advisory vote, the compensation of the Company’s named executive officers. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 47,241,765 | 1,477,907 | 19,020 |

Proposal 4- Approve an amendment to the Enovis Corporation 2020 Omnibus Incentive Plan:

The Company's stockholders approved an amendment to the Company's 2020 Omnibus Incentive Plan. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 46,837,535 | 1,884,772 | 16,385 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 [First Amendment to the Enovis Corporation 2020 Omnibus Incentive Plan](#)

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: June 13, 2022

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy

Name: Bradley J. Tandy

Title: Senior Vice President and General Counsel

**FIRST AMENDMENT
TO THE
ENOVIS CORPORATION 2020 OMNIBUS INCENTIVE PLAN**

WHEREAS, Enovis Corporation, a Delaware corporation, formerly named Colfax Corporation (the “**Company**”), established and sponsors the Enovis Corporation 2020 Omnibus Incentive Plan (the “**Plan**”);

WHEREAS, pursuant to Section 5.3 of the Plan, the Board of Directors of the Company (the “**Board**”) reserved the right to amend the Plan at any time;

WHEREAS, as a result of the one-for-three reverse stock split of the common stock, \$0.001 par value per share, of the Company (the “**Stock**”) and pursuant to Section 17 of the Plan, the aggregate number of remaining shares of Stock reserved and available for issuance under Section 4.1 of the Plan was reduced to 1,080,024; and

WHEREAS, the Board desires to amend the Plan to add an additional 745,000 shares of Stock of the Company for issuance under the Plan.

NOW, THEREFORE, pursuant to the power reserved by Section 5.3 of the Plan, the Board amends the Plan as follows, subject to and effective upon approval by the Company’s stockholders at the Annual Meeting to be held on June 7, 2022 (the “**2022 Annual Meeting**”). Defined terms used herein, but not otherwise defined in this First Amendment, shall have the meanings ascribed to them in the Plan:

1. Section 4.1 containing the aggregate number of shares of Stock reserved and available for issuance pursuant to Awards granted under the Plan is hereby amended in its entirety to read:

“**4.1 Number of Shares.** Subject to the Share Counting rules set forth in Section 4.4 and to adjustment as provided in Section 17, the aggregate number of shares of Stock reserved and available for issuance pursuant to Awards granted under the Plan shall be 2,221,666 shares, which number may be increased by the number of shares available for issuance under a stockholder-approved plan of a business entity that is a party to an acquisition, merger or other transaction in which the Company or an Affiliate acquires the business entity (as appropriately adjusted, if necessary, to reflect such transaction) (“Total Available Shares”).”
2. Section 4.2 containing the maximum number of shares of Stock that may be issued upon exercise of Incentive Stock Options granted under the Plan is hereby amended in its entirety to read:

“**4.2 Incentive Stock Options.** The maximum number of shares of Stock that may be issued upon exercise of Incentive Stock Options granted under the Plan shall be 2,221,666 shares, subject to adjustment as provided in Section 17.”
3. Section 6.4 containing the maximum number of shares of Stock underlying Awards to any one Grantee during any fiscal year of the Company shall be amended in its entirety to read:

“**6.4 Maximum Awards.** Subject to adjustment as provided in Section 17, the maximum number of shares of Stock underlying Awards to any one Grantee during any fiscal year of the Company shall be 333,333.”

IN WITNESS WHEREOF, this First Amendment, having been first duly authorized, approved and adopted by the Board, and approved by the Company's stockholders at the 2022 Annual Meeting, is hereby executed below by a duly authorized officer of the Company on this 7th day of June, 2022.

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy
Name: Bradley J. Tandy
Title: Senior Vice President and General Counsel