

**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): May 20, 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:

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; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of an Amendment to the Enovis Corporation 2020 Omnibus Incentive Plan

At the Annual Meeting of Stockholders of Enovis Corporation (the “Company”) held on May 20, 2024 (the “Annual Meeting”), the Company’s stockholders voted on and approved an amendment to the Company’s 2020 Omnibus Incentive Plan (the “2020 Plan Amendment”). The 2020 Plan Amendment was previously adopted by the Company’s Board of Directors (the “Board”) on March 22, 2024, subject to the approval of the Company’s stockholders.

The 2020 Plan Amendment authorizes an additional 2,100,000 shares of the Company’s common stock, par value \$0.001 per share, for issuance under the 2020 Omnibus Incentive Plan. The additional shares of common stock authorized to be issued under the 2020 Omnibus Incentive Plan pursuant to the 2020 Plan Amendment will be registered pursuant to a registration statement on Form S-8. A description of the 2020 Omnibus Incentive Plan, as amended, is set forth in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on April 5, 2024 (the “Proxy Statement”) in the section entitled “Proposal 4: Approval of an amendment to the Enovis Corporation 2020 Omnibus Incentive Plan,” which description is incorporated herein by reference.

The foregoing description of the 2020 Plan Amendment is qualified by the full text of the 2020 Plan 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting, the Company’s stockholders voted on and approved an amendment (the “Charter Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended, to permit exculpation of the Company’s corporate officers, subject to limitations, as permitted by a recent amendment to the Delaware General Corporation Law. The Board previously approved the Charter Amendment, subject to stockholder approval at the Annual Meeting. On May 22, 2024, the Company filed the Charter Amendment with the Delaware Secretary of State, which became effective upon filing.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by the full text of the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

On May 20, 2024, the Company held its Annual Meeting, at which five proposals were submitted to the Company’s stockholders. The proposals are described in detail in the Proxy Statement. The final results for each proposal are set forth below:

Proposal 1- Election of Directors:

The Company’s stockholders elected ten directors to the Board (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>	<u>Broker Non-Votes</u>
Matthew L. Trerotola	46,473,720	645,542	28,234	1,975,886
Barbara W. Bodem	46,438,146	680,743	28,607	1,975,886
Liam J. Kelly	46,069,044	1,049,845	28,607	1,975,886
Angela S. Lalor	46,003,209	1,115,263	29,024	1,975,886
Philip A. Okala	46,439,161	679,311	29,024	1,975,886
Christine Ortiz	46,077,952	1,040,629	28,915	1,975,886
A. Clayton Perfall	46,076,117	1,042,064	29,315	1,975,886
Brady Shirley	46,291,143	827,701	28,652	1,975,886
Rajiv Vinnakota	45,465,940	1,652,321	29,235	1,975,886
Sharon Wienbar	46,064,587	1,053,699	29,210	1,975,886

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, 2024. The votes regarding this proposal were as follows:

For	Against	Abstain
48,561,584	544,833	16,965

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:

For	Against	Abstain	Broker Non-Votes
46,370,288	750,404	26,804	1,975,886

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

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

For	Against	Abstain	Broker Non-Votes
45,609,520	1,503,075	34,901	1,975,886

Proposal 5- Approve an amendment to the Company's Amended and Restated Certificate of Incorporation:

The Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation. The votes regarding this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
42,340,178	4,775,139	32,179	1,975,886

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 [Certificate of Amendment to Amended and Restated Certificate of Incorporation](#)

10.1 [Second Amendment to 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: May 22, 2024

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy

Name: Bradley J. Tandy

Title: Senior Vice President and Chief Legal Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ENOVIS CORPORATION**

Enovis Corporation, a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby further amended by removing Section 5.3 of Article 5 in its entirety and inserting the following in lieu thereof:

"5.3. Limitation of Liability

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. No officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer, provided that this provision shall not eliminate or limit the liability of an officer to the extent such limitation is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of this Article 5.3 shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director or officer of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification."

SECOND: The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this Certificate of Amendment on this 22nd day of May, 2024.

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy
Name: Bradley J. Tandy
Title: Senior Vice President and Chief Legal Officer

**SECOND 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, as amended (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;

WHEREAS, the stockholders of the Company approved the First Amendment to the Plan on June 7, 2022, authorizing an additional 745,000 shares of common stock for issuance under the Plan; and

WHEREAS, the Board desires to amend the Plan to add an additional 2,100,000 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 May 20, 2024 (the “**2024 Annual Meeting**”). Defined terms used herein, but not otherwise defined in this Second 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 4,321,666 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 4,321,666 shares, subject to adjustment as provided in Section 17.”

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Second Amendment, having been first duly authorized, approved and adopted by the Board, and approved by the Company's stockholders at the 2024 Annual Meeting, is hereby executed below by a duly authorized officer of the Company on this 22nd day of May, 2024.

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy
Name: Bradley J. Tandy
Title: Senior Vice President and Chief Legal Officer