

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): January 3, 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 2.01. Completion of Acquisition or Disposition of Assets.

On January 3, 2024, Enovis Corporation (the “Company” or “Enovis”) completed its previously announced acquisition of LimaCorporate S.p.A. (“Lima”) from Emil Holding II S.à r.l (“Seller”). Pursuant to the terms of a Share Purchase Agreement (the “Purchase Agreement”) with the Seller, the Company acquired all of the issued and outstanding share capital of Lima from the Seller for (i) cash consideration of approximately €726.8 million, which included the repayment of certain Lima indebtedness, transfer taxes and notarial fees, and (ii) 1,942,686 shares of Enovis common stock, par value \$0.001 per share (the “Shares”), which the parties valued at €100 million based on the thirty-day volume weighted average price of the Company’s common stock as of the close of business on September 21, 2023, and which are expected to be issued within eighteen months following the closing. The Company has granted Seller customary registration rights with respect to such Shares.

The Company financed the acquisition of Lima with proceeds from the committed term loan facility under its existing credit agreement and its previously completed offering of 3.875% convertible senior notes due 2028.

Item 7.01. Regulation FD Disclosure.

On January 3, 2024, the Company issued a press release announcing the completion of the acquisition of Lima, a copy of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The information contained in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any filing made by Enovis Corporation under the Securities Act of 1933, as amended, or the Exchange Act, except as set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.**(a) Financial Statements of Businesses Acquired.**

The financial statements required by this item are not being filed herewith. They will be filed with the Securities and Exchange Commission by amendment as soon as practicable, but not later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this item is not being filed herewith. It will be filed with the Securities and Exchange Commission by amendment as soon as practicable, but no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

99.1 [Press Release dated January 3, 2024.](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are 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.

Date: January 3, 2024

ENOVIS CORPORATION

By: /s/ Bradley J. Tandy

Name: Bradley J. Tandy

Title: Senior Vice President and Chief Legal Officer

**News Release****Enovis Completes Acquisition of LimaCorporate S.p.A**

WILMINGTON, DE, January 3, 2024 (GLOBE NEWSWIRE)—Enovis™ Corporation (NYSE: ENOV, “Enovis” or the “Company”) an innovation-driven, medical technology growth company, today announced that it closed the acquisition of LimaCorporate S.p.A. (“Lima”), a privately held global orthopedic leader focused on restoring motion through an innovative portfolio of implant solutions.

Lima strengthens Enovis’ position in the global orthopedic reconstruction market with a complementary portfolio of proven surgical solutions and technologies, which will accelerate global growth and margin expansion. In addition, Lima’s portfolio includes 3D printed Trabecular Titanium implants and a comprehensive revision offering in shoulders, which will further strengthen the Company’s position in the fast-growing extremities market.

“We are excited to welcome Lima’s talented team to Enovis. The combination brings Enovis’ recon segment to \$1 billion in revenues and creates a fast-growing innovator in the global orthopedic reconstruction market. This is another great example of how we use strategic acquisitions to accelerate our growth, add great technologies and talent to our company, and drive compounding value for our shareholders,” said Matt Trerotola, Chair, and Chief Executive Officer of Enovis.

About Enovis Corporation

Enovis Corporation (NYSE: ENOV) is an innovation-driven medical technology growth company dedicated to developing clinically differentiated solutions that generate measurably better patient outcomes and transform workflows. Powered by a culture of continuous improvement, global talent, and innovation, the Company's extensive range of products, services, and integrated technologies fuels active lifestyles in orthopedics and beyond. The Company's shares of common stock are listed in the United States on the New York Stock Exchange under the symbol ENOV. For additional information about Enovis, please visit www.enovis.com.

Forward-Looking Statements

This press release includes forward-looking statements, including forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements regarding the Company's plans, objectives, expectations and intentions and other statements that are not historical or current fact. Forward-looking statements are based on the Company's current expectations and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Factors that could cause the Company's results to differ materially from current expectations include, but are not limited to, risks and uncertainties regarding the Company's and Lima's respective businesses, and actual results may differ materially. These risks and uncertainties include, but are not limited to, the effects of the acquisition on the Company's and Lima's operations, including on the combined company's future financial condition and performance, operating results, strategy and plans, including anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, losses, future prospects, and business and management strategies for the management, expansion and growth of the new combined company's operations; the potential impact of

the consummation of the acquisition on relationships with customers, suppliers and other third parties; and the other factors detailed in the Company's reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q under the caption "Risk Factors," as well as the other risks discussed in the Company's filings with the SEC. In addition, these statements are based on assumptions that are subject to change. This press release speaks only as of the date hereof. The Company disclaims any duty to update the information herein.

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