

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ORTHOPEDIATRICS CORP.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



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MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6



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Online



Go to www.envisionreports.com/KIDS or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 1:00 a.m., Eastern Time, on June 14, 2023.

Stockholder Meeting Notice 1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the OrthoPediatrics Corp. Stockholder Meeting to be Held on June 14, 2023

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all the important information contained in the proxy materials before voting. The 2023 proxy statement and annual report to stockholders are available at:

www.envisionreports.com/KIDS



Easy Online Access – View your proxy materials and vote.

- Step 1: Go to www.envisionreports.com/KIDS. Step 2: Click on Cast Your Vote or Request Materials. Step 3: Follow the instructions on the screen to log in. Step 4: Make your selections as instructed on each screen for your delivery preferences. Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 31, 2023 to facilitate timely delivery.

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Stockholder Meeting Notice

OrthoPediatrics Corp.'s Annual Meeting of Stockholders will be held on Wednesday, June 14, 2023 at The St. Louis Club, 7676 Forsyth Blvd., St. Louis, Missouri 63105, at 11:30 a.m. Eastern Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the director nominees listed, **FOR** Proposals 2 and 4 and for **3 YEARS** on Proposal 3:

1. To elect four (4) directors, each to serve until the 2026 annual meeting of our stockholders:
 - 01 - George S. M. Dyer
 - 02 - David R. Pelizzon
 - 03 - Harald Ruf
 - 04 - Terry D. Schlotterback
2. To approve, on an advisory basis, the compensation of our named executive officers.
3. To advise on the frequency of the advisory vote on executive compensation.
4. To approve, on an advisory basis, the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2023.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/KIDS. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials OrthoPediatrics Corp." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 31, 2023.

2023 Annual Meeting Admission Ticket

2023 Annual Meeting of OrthoPediatrics Corp. Stockholders

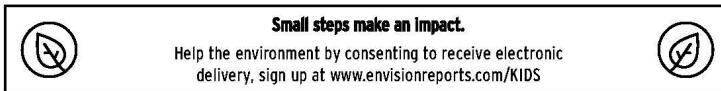
Wednesday, June 14, 2023, 11:30 a.m. Eastern Time

The St. Louis Club,

7676 Forsyth Blvd., St. Louis, Missouri 63105

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders.
The material is available at: www.envisionreports.com/KIDS



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy - OrthoPediatrics Corp.

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2023 Annual Meeting of Stockholders June 14, 2023

Proxy Solicited by Board of Directors

David R. Bailey and Bryan W. Hughes, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of OrthoPediatrics Corp. to be held on June 14, 2023 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed on the reverse side. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the director nominees listed on the reverse side, FOR Proposals 2 and 4 and for 3 YEARS on Proposal 3.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

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Using a **black ink** pen, mark your votes with an **X** as shown in this example.
Please do not write outside the designated areas.



2023 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote **FOR** all the director nominees listed, **FOR** Proposals 2 and 4 and for **3 YEARS** on Proposal 3.

1. To elect four (4) directors, each to serve until the 2026 annual meeting of our stockholders:

	For	Withhold		For	Withhold		For	Withhold
01 - George S. M. Dyer	<input type="checkbox"/>	<input type="checkbox"/>	02 - David R. Pellizzon	<input type="checkbox"/>	<input type="checkbox"/>	03 - Harald Ruf	<input type="checkbox"/>	<input type="checkbox"/>
04 - Terry D. Schlotterback	<input type="checkbox"/>	<input type="checkbox"/>						

2. To approve, on an advisory basis, the compensation of our named executive officers.	For	Against	Abstain	3. To advise on the frequency of the advisory vote on executive compensation.	3 Years	2 Years	1 Year	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To approve, on an advisory basis, the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

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Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders.
The material is available at: www.edocumentview.com/KIDS

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy - OrthoPediatics Corp.

**2023 Annual Meeting of Stockholders
June 14, 2023**

Proxy Solicited by Board of Directors

David R. Bailey and Bryan W. Hughes, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of OrthoPediatics Corp. to be held on June 14, 2023 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed on the reverse side. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the director nominees listed on the reverse side, FOR Proposals 2 and 4 and for 3 YEARS on Proposal 3.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)