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): **November 13, 2023**

OrthoPediatrics Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38242	**26-1761833**
(Commission File Number)	(I.R.S. Employer Identification Number)
2850 Frontier Drive **Warsaw, Indiana**	**46582**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(574) 268-6379**

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

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, $0.00025 par value per share	KIDS	Nasdaq Global Market

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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark 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 7.01. Regulation FD Disclosure.

The executive officers of OrthoPediatrics Corp. have several upcoming presentations to representatives of investors and analysts. The officers intend to use the material filed as Exhibit 99.1 herewith, in whole or in part, as part of those presentations.

The information in this Item 7.01, including the information incorporated by reference herein from Exhibit 99.1, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Orthopediatrics Corp. Investor Presentation dated November 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* * * * * *

SIGNATURE

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.

OrthoPediatrics Corp.

Date: November 13, 2023

By: /s/ Daniel J. Gerritzen

Daniel J. Gerritzen,
General Counsel and Secretary


OrthoPediatrics®
2023
Investor
Presentation
www.OrthoPediatrics.com

Disclaimer

Forward-Looking Statements

All statements, other than statements of historical facts, contained in this quarterly report, including statements regarding our business, operations and financial performance and condition, as well as our plans, objectives and expectations for our business, operations and financial performance and condition, are forward-looking statements. You can often identify forward-looking statements by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "target," "ongoing," "plan," "potential," "predict," "project," "should," "will" or "would," or the negative of these terms or other terms. Forward-looking statements involve known and unknown risks, uncertainties and other factors, such as the impact of widespread health emergencies, such as COVID 19 and respiratory syncytial virus, that may cause our results, activity levels, performance or achievements to be materially different from the information expressed or implied by the forward-looking statements. Forward-looking statements may include, among other things, statements relating to: our ability to achieve or sustain profitability in the future; our ability to raise additional capital to fund our existing commercial operations, develop and commercialize new products and expand our operations; our ability to commercialize our products in development and to develop and commercialize additional products through our research and development efforts, and if we fail to do so we may be unable to compete effectively; our ability to generate sufficient revenue from the commercialization of our products to achieve and sustain profitability; our ability to comply with extensive government regulation and oversight both in the United States and abroad; our ability to maintain and expand our network of third-party independent sales agencies and distributors to market and distribute our products; and our ability to protect our intellectual property rights or if we are accused of infringing on the intellectual property rights of others; We cannot assure you that forward-looking statements will prove to be accurate, and you are encouraged not to place undue reliance on forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations expressed or implied by the forward-looking statements. You are urged to carefully review and consider the various disclosures made by us in our quarterly report, in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 1, 2023, and in other reports filed with the SEC that discuss the risks and factors that may affect our business. Other than as required by law, we undertake no obligation to update or revise any forward-looking statements to reflect new information, events or circumstances occurring after the date of this quarterly report.

Use of Non-GAAP Financial Measures

This press release includes certain non-GAAP financial measures such as adjusted diluted earnings (loss) per share and Adjusted EBITDA, which differ from financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). Adjusted earnings (loss) per share in this press release represents diluted earnings (loss) per share on a GAAP basis, plus the accreted interest attributable to acquisition installment payables, the fair value adjustment of contingent consideration, trademark impairment, acquisition related costs, non-recurring Pega conversion fees, and minimum purchase commitment costs. The fair value adjustment of contingent consideration is associated with our estimates of the value of earn-outs in connection with certain acquisitions and the non-recurring Pega conversion fees are related to our response to a previously disclosed SEC review. We believe that providing the non-GAAP diluted earnings (loss) per share excluding these expenses, as well as the GAAP measures, assists our investors because such expenses are not reflective of our ongoing operating results. Adjustefd EBITDA in this release represents net loss, plus interest expense, net plus other expense, provision for income taxes (benefit), depreciation and amortization, stock-based compensation expense, fair value adjustment of contingent consideration, acquisition related costs, nonrecurring conversion fees, trademark impairment and the cost of minimum purchase commitments. The Company believes the non-GAAP measures provided in this earnings release enable it to further and more consistently analyze the period-to-period financial performance of its core business operating performance. Management uses these metrics as a measure of the Company's operating performance and for planning purposes, including financial projections. The Company believes these measures are useful to investors as supplemental information because they are frequently used by analysts, investors and other interested parties to evaluate companies in its industry. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to, or superior to, net income or loss as a measure of financial performance or cash flows from operations as a measure of liquidity, or any other performance measure derived in accordance with GAAP, and it should not be construed to imply that the Company's future results will be unaffected by unusual or non-recurring items. In addition, the measure is not intended to be a measure of free cash flow for management's discretionary use, as it does not reflect certain cash requirements such as debt service requirements, capital expenditures and other cash costs that may recur in the future. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and other potential cash requirements. In evaluating these non-GAAP measures, you should be aware that in the future the Company may incur expenses that are the same or similar to some of the adjustments in this presentation. The Company's presentation of non-GAAP diluted earnings (loss) per share or Adjusted EBITDA should not be construed to imply that its future results will be unaffected by any such adjustments. Management compensates for these limitations by primarily relying on the Company's GAAP results in addition to using these adjusted measures on a supplemental basis. The Company's definition of these measures is not necessarily comparable to other similarly titled captions of other companies due to different methods of calculation. The schedules below contain reconciliations of reported GAAP diluted earnings (loss) per share to non-GAAP diluted earnings (loss) and net loss to non-GAAP Adjusted EBITDA.

OrthoPediatrics was founded on the **cause** of impacting the lives of children with orthopedic conditions

+ 692,000

pediatric patients treated since inception[1]

[1] Includes patients treated by MD Orthopaedics (MDO) as well as Pega Medical since inception

01 Children's **unique clinical conditions**

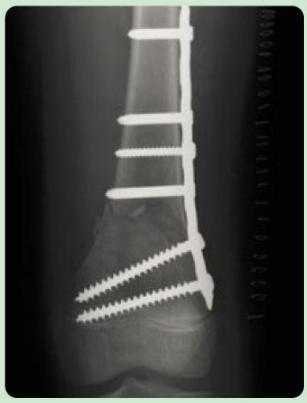
02 Existing solutions are **re-purposed from adult implants**

03 Limited development of **new technologies**

04 No **specialized sales force** in Pediatric Orthopedics

05 Limited industry support of clinical **education**

Re-Purposed Adult Plate
Screws through growth plate



01 **Product development focused** exclusively on pediatric patients

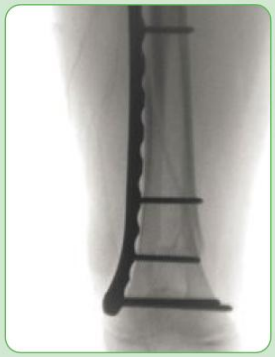
02 **Broadest pediatric specific portfolio** in the industry

03 Delivering first in market **novel surgical solutions**

04 Only global **commercial channel to market**

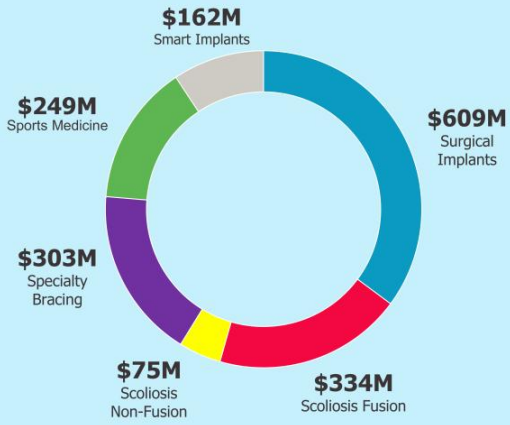
05 Leading provider of surgeon **clinical education**

PediLoc Femur
Screws parallel to growth plate



- Enhance surgeon confidence
- Increase surgical efficiency
- Improve surgical accuracy

U.S. Addressable Market[1] — $1.7B



Competitive Dynamics

01 Large incumbents repurpose adult implants

02 Require specialized sales force

03 Lack of focus on pediatric conditions

[1] Management's March 2023 updates to IMS data from 2016

Innovative Technology

53 unique pediatric systems
Consistent **cadence** of innovative product launches
Expanding suite of **enabling** technologies
Internal **R&D**, acquisitions, and partnerships

Commercial Execution

Only global sales & distribution channel
Serve **100% of top children's hospitals** in the U.S.
~200 domestic field representatives
Sell in **over 70** countries around the world

Clinical Education

Commitment to clinical education
Leading **sponsor** of critical pediatric medical societies
>300 clinical product/education events per year
Founder of Foundation of Advancing Pediatric Orthopedics

Consistent 20%+ Growth
Since Inception[1]

[1] Excluding COVID-impacted 2020

01 **Laser focus** on high-volume Children's Hospitals that treat majority of pediatric patients

02 Provide a **broad product portfolio** uniquely designed to treat children, surround pediatric orthopedic surgeons covering their needs

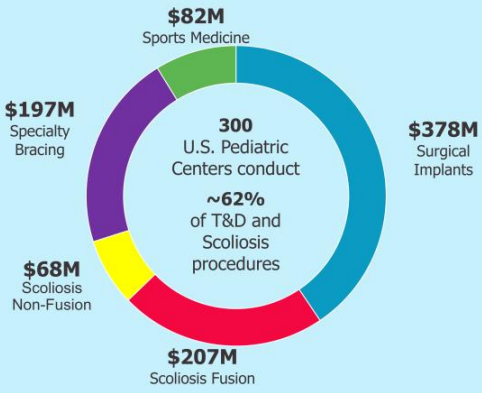
03 **Deploy** instrument sets and provide unparalleled sales support

04 Expand addressable market through aggressive investment in **R&D and select M&A opportunities**

05 **Train** next generation of pediatric orthopedic surgeons

01 **Focus on High-Vol Children's Hospitals**

U.S. Current Target Market[1] — $0.9B



Comments

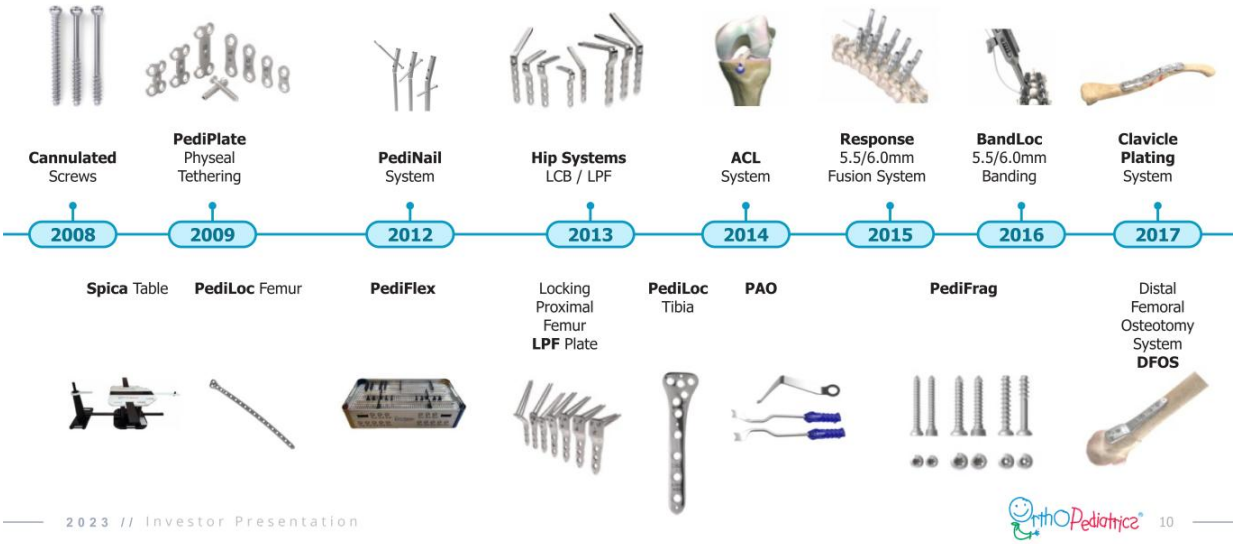
01 ~1,520 Fellowship Trained Pediatric Surgeons

02 Majority of Pediatric Centers are Teaching Hospitals

03 Centers Treat Most Complex Pediatric Conditions

[1] Management's March 2023 updates to IMS data from 2016

Pre-IPO Transitioned from **Early Entry to Clinically Significant**



2008
Cannulated Screws

2009
PediPlate Physeal Tethering
Spica Table
PediLoc Femur

2012
PediNail System
PediFlex

2013
Hip Systems LCB / LPF
Locking Proximal Femur **LPF** Plate

2014
ACL System
PediLoc Tibia
PAO

2015
Response 5.5/6.0mm Fusion System
PediFrag

2016
BandLoc 5.5/6.0mm Banding

2017
Clavicle Plating System
Distal Femoral Osteotomy System **DFOS**

03 **Expand Instr. Sets & Sales Personnel**

Accelerating Sales Growth Post-IPO
Through Strategic Investment and Innovation

	2016	2022	CAGR
U.S. Independent Sales Consultants	90	197	14%
Instrument Set Deployments	$7M	$20M	20%
Unique Pediatric Systems	17	46	18%
Intl. Independent Sales Agencies	0	14	Fav

- Accelerate Revenue Growth
- Increase Hospital Penetration
- Improve Profitability
- Leverage Balance Sheet

[1] Impacted by COVID

Post-IPO moved from **Clinically Significant to Disruptive**

2017

FireFly Patient Specific Navigation Guides

Wrist Fusion Plates

PNP Pediatric Nailing Platform

Orthex External Fixation Systems

PediFoot System

2018

ApiFix Non-Fusion

7D Intraoperative Navigation Enabling Technology

MD Ortho Ponseti™ Specialty Clubfoot Bracing

2019

Drive Rail External Fixation System

2020

MDO Move Brace

RESPONSE Power System

MP+ Bar

2021

DFOS Distal Femoral Osteotomy System

MPFL System

Response 4.5/5.0mm Fusion System

2022

QuickPack System

Mini Rail System

SCFE System

Neuromuscular Scoliosis System

PediFlex™ Advanced Interlock Clamp System

Pega FD Telescopic IM Nail System

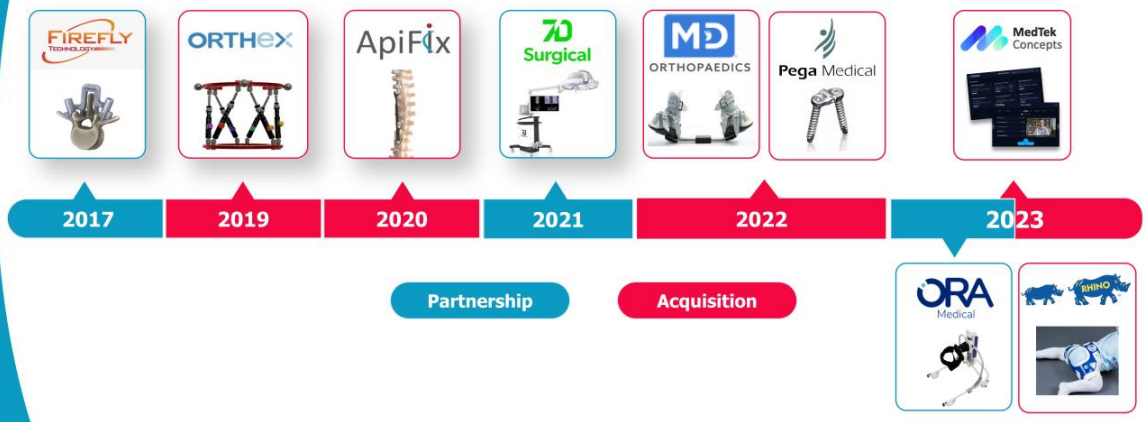
2023

Scoliosis Cannulated Screw System

GIRO System Developed by Pega

DF2 Brace

PNP TIBIA System


FIREFLY
ORTHEX
ApiFix
7D Surgical
MD
ORTHOPAEDICS
Pega Medical
MedTek Concepts
2017
2019
2020
2021
2022
2023
Partnership
Acquisition
ORA
Medical
RHINO

PLAYBOOK

Workflow & Care Optimization for the OR

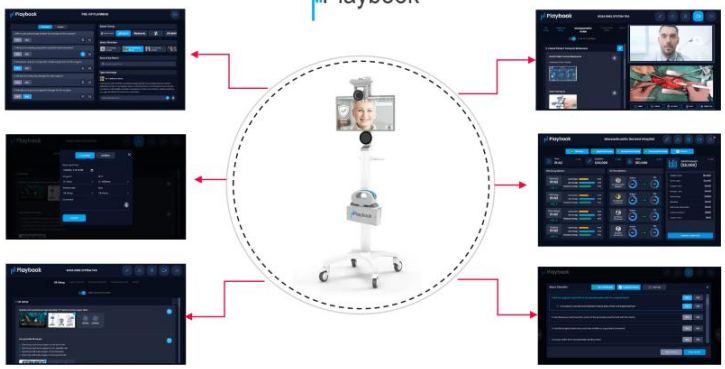
Better care requires improved planning, communication & support to deliver reproducible outcomes

Playbook

DYNAMIC PRE-OP PLANNING offers coordination and communication across CPD, Rep and Care Team

REAL-TIME SURGEON PREF CARD UPDATES with notifications to drive accountability for changes

DIGITAL WORK INSTRUCTIONS define best practices for each user's role throughout the entire surgical procedure



INTERACTIVE LIVE SURGERY VIEW for remote support, education and training

DATA ANALYTICS Surgical Debrief provides real-time PERFORMANCE VISUALIZATION metrics

QUALITY CHECKLISTS are initiated based on surgery phase and step completion

04 **Expand Market with M&A**

MD Orthopaedics

- Develops, manufactures and sells the patented Mitchell Ponseti Ankle-Foot Orthosis (AFO) to treat clubfoot
- Dr. Ignacio Ponseti developed the gold standard for treating clubfoot which has >90% success rate
- Casting is used from 0-3mos then bracing from 3mos–4 years. Requires multiple sizes as child grows creating repeat revenue.
- Products sold in 90 countries including e-commerce platform direct to consumers
- Approximately 80% of a pediatric surgeon's treatment time is non-surgical
- Creates a profitable platform business for OP to develop and manufacture best-in-class specialty bracing with speed to market (class 1 device) as well as no consignment inventory required to grow the business

Terms:

- Closed April 1, 2022
- $8.2M cash, $8.9M shares, $2.5M RSA

Acquired Innovative Technologies

Pega Medical

- Developed the Fassier-Duval Telescopic Intramedullary Nail System (FD Nail)
- FD Nail is cutting-edge implant designed to treat bone deformities in children with Osteogenesis Imperfecta without disrupting their normal growth
- Pega offers 7 products in total, 6 of which focus on limb deformity correction, and 1 trauma
- Products sold in 70 countries
- Approximately 35,000 children suffer from Osteogenesis Imperfecta in the U.S.

Terms:

- Closed July 5, 2022
- $31M cash, $2M stock

Pega Medical

04 **Expand Market with M&A**

Orthex

- Disruptive software complements ex-fix frame
- Expands addressable market
- Serve 85% of procedures, up from 65%
- Significantly simplifies surgical planning and alignment
- Enables participation in most complex surgeries

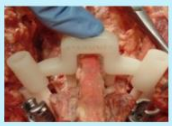
ApiFix

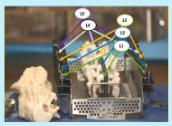
- Disruptive non-fusion technology
- Viable alternative to failed bracing & spinal fusion
- Posterior, minimally invasive approach
- Motion preserving capabilities
- Granted FDA HDE approval

Acquired Innovative Technologies

- Acquired software-based and non-fusion technologies
- Significant sales synergies with legacy portfolio
- Expands critical KOL network
- Provides surgeons broadest product portfolio

FIREFLY® Pedicle Screw Navigation Guides





Unique patient specific 3D printed bone models and drill guides, can be used with any Spinal Deformity Correction system.

- 99.7% screw placement accuracy
- Preoperative concierge surgical planning drives intraoperative efficiency
- Minimal intraoperative radiation
- Simplifies S2AI approach

FireFly S2/Alar

Enabling Technology Partnerships

7D Surgical
Intraoperative Navigation

- **Eliminates Radiation** exposure to staff & patients
- **Cuts Registration** from 30 min to < 30 sec
- **Improves Accuracy** to improve surgical outcomes
- **Reduces Costs** & improve hospital economic value

Chris Comstock, MD & Eric Wait, MD
Driscoll Children's Hospital
First Pediatric Deformity Installation in US

"I have noticed we are seeing **shorter stays** for our patients with complex spinal surgeries since we have started using the 7D technology. **It used to be children would stay 3-5 days at Driscoll following surgery. Now what we are seeing is most of them are going home after 3 days.** And that is better for kids and their families

What we are seeing with this technology is surgeries which might have **taken up to 5-6 hours are often being reduced to 3.5 hours**"

Dr. Eric Wait
Driscoll Children's Hospital

05 Train Next-Gen Surgeons

> "As a surgeon educator, I have always appreciated and valued OrthoPediatrics' commitment to education."
>
> Ryan Goodwin, MD, MBA, FAOA
> The Cleveland Clinic"

01 OP Hands-on sales training and support
- Annually invests 3% of sales on clinical education
- Conducts >300 product/training sessions per year

02 Market development
- Fosters early relationships with young surgeons and fellows to drive sustainable growth

03 Continuous education
- Major Sponsor of the prominent pediatric orthopedic societies

POSNA PEDIATRIC ORTHOPAEDIC SOCIETY OF NORTH AMERICA | EPOS European Paediatric Orthopaedic Society | IPOS International Pediatric Orthopaedic Symposium

T&D

- Expanding intramedullary nailing portfolio
- Expanding of external fixation portfolio
- Expanding specialty bracing portfolio
- Solutions for rare bone disease

Scoliosis

- Advancing non-fusion treatment
- Early-onset scoliosis innovations
- Innovation in highly-complex fusion
  - Manual growing, rib based, etc.

Enabling Technologies

- Orthex surgical software
- Firefly patient-specific planning/guides
- 7D spinal interoperative navigation
- PediPortal app
- Medtech Concepts – Acquired May 1, 2023

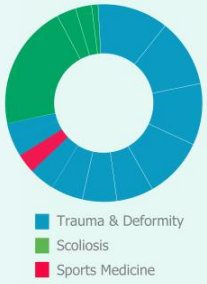
Trauma & Deformity

70% of Revenue

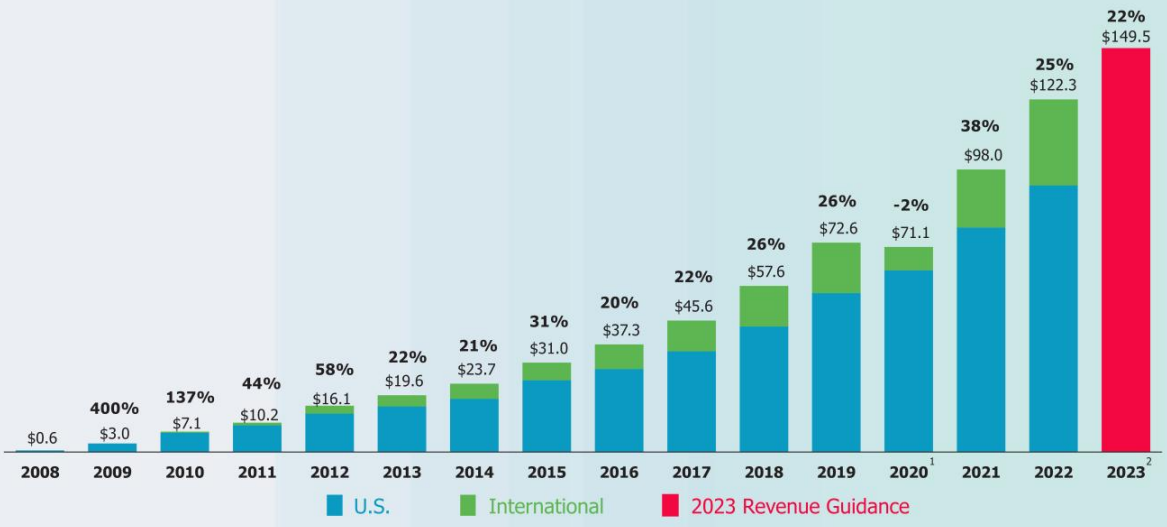
Scoliosis

27% of Revenue

2022 Revenue by Product Family

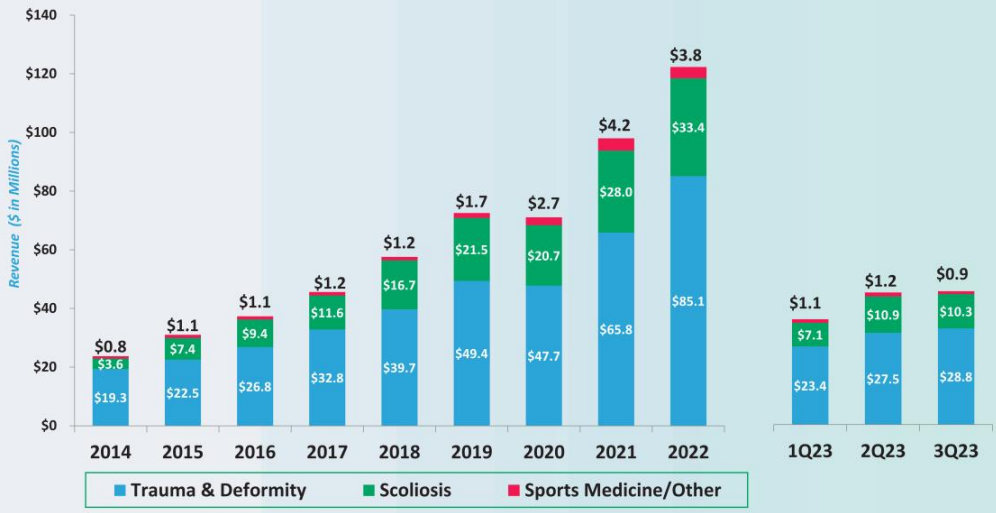


Strong History of Y/Y Growth ($M)

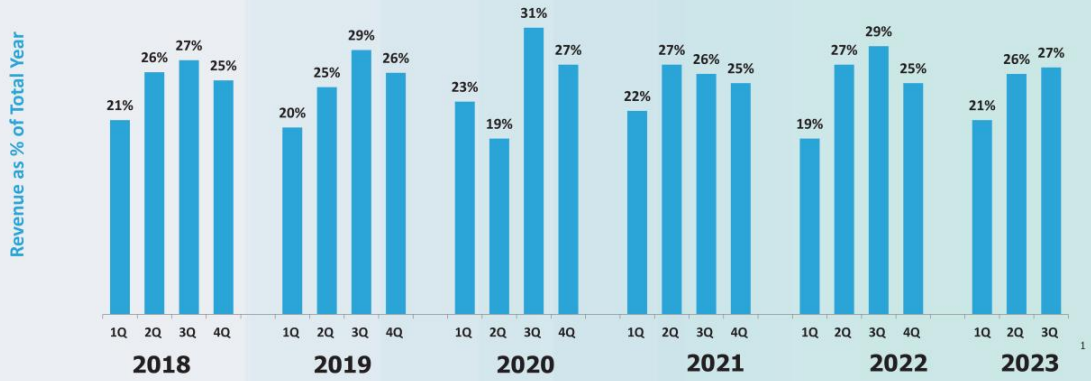


[1] Impacted by COVID [2] Represents midpoint of the Company's 2023 revenue guidance range of $148 to $151 million

Category Revenue Summary



Seasonality Drives Stronger Performance in Summer Months and Holiday Periods



[1] Based on the midpoint of the Company's 2023 revenue guidance range of $148 to $151 million

($ in Millions)

	FY 2020	FY 2021	FY2022	3Q 2023	3Q 2022
Revenue	$71.1	$98.0	$122.3	$40.0	$35.0
Growth %	(2%)	38%	25%	14%	39%
Gross profit	$55.0	$73.4	$90.7	$31.0	$25.9
Margin %	77%	75%	74%	77%	74%
Operating expenses	$81.8	$91.4	$116.1	$35.5	$32.9
Operating loss	($26.8)	($18.0)	($25.4)	($4.5)	($7.0)
Net (loss) income	**($32.9)**	**($16.2)**	**$1.3**	**($4.6)**	**$18.5**
EPS diluted	**($1.82)**	**($0.84)**	**$0.06**	**($0.20)**	**$0.87**

Revenue By Geography and Product Category

($ in Millions)

	Three Months Ended September 30,	
Product Sales by geography	**2023**	**2022**
U.S.	$29.4	$26.5
International	$10.6	$8.4
Total Revenue	**$40.0**	**$35.0**

	Three Months Ended September 30,	
Product Sales by category	**2023**	**2022**
Trauma and deformity	$28.8	$23.9
Scoliosis	$10.3	$10.0
Sports medicine/other	$0.9	$1.1
Total Revenue	**$40.0**	**$35.0**

Adjusted EBITDA Reconciliation

($ in Millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net (loss) income	($4.6)	$18.5	($14.3)	$9.1
Interest expense, net	0.0	0.7	0.1	2.5
Other (income) expense	(0.8)	0.9	(1.4)	1.7
Provision for income taxes (benefit)	0.8	(4.1)	(0.1)	(4.9)
Depreciation and amortization	4.3	3.3	12.2	9.6
Stock-based compensation	2.4	1.8	7.8	5.1
Trademark impairment	1.0	3.6	1.0	3.6
Fair value adjustment of contingent consideration	-	(23.0)	(3.0)	(25.5)
Acquisition related costs	0.0	0.1	0.2	0.8
Nonrecurring Pega conversion fees	-	-	0.3	-
Minimum purchase commitment cost	0.5	0.1	1.0	0.4
Adjusted EBITDA	**$3.6**	**$1.9**	**$3.8**	**$2.5**

Adjusted EPS Reconciliation

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
(Loss) income per share, diluted (GAAP)	($0.20)	$0.87	($0.63)	$0.43
Accretion of interest attributable to acquisition installment payable	0.01	0.02	0.05	0.09
Fair value adjustment of contingent consideration	-	(1.12)	(0.13)	(1.24)
Trademark impairment	0.04	0.18	0.04	0.18
Acquisition related costs	-	-	0.01	0.04
Nonrecurring Pega conversion fees	-	-	0.01	-
Minimum purchase commitment cost	0.02	-	0.05	0.02
Adjusted loss per share, diluted (non-GAAP)	**($0.13)**	**($0.05)**	**($0.60)**	**($0.48)**

($ in Millions)
As of September 30, 2023

Assets	
Cash & short-term investments	84.0
Account receivable	37.7
Inventory (net)	100.5
Other current assets	4.0
Total Current Assets	**226.2**
PP&E (net)	40.2
Intangibles and goodwill	166.0
Total Assets	**432.4**

Liabilities	
Accounts payable	22.6
Debt	0.8
Accrued comp. & other liab.	21.3
Acquisition pay. & cont. consideration	13.4
Paid-in capital	577.6
Accumulated deficit (net)	(191.1)
Accumulated other comprehensive loss	(12.2)
Total Liabilities / Equity	**432.4**

2023 Guidance - $Mil

	FY2023
Revenue	$148.0 to $151.0
Adjusted EBITDA	$4.0 to $5.0

Assumptions

	FY2023
2023 Total Revenue Growth %	21% to 23%
Set Deployment	~$23

01 Only diversified company focused exclusively on pediatric orthopedics

02 Large, underpenetrated market opportunity in pediatrics

03 Highly concentrated customer base with targeted commercial strategy

04 Broad product portfolio with innovative solutions

05 Only provider committed to pediatric clinical education

06 Dynamic, award-winning corporate culture

07 Proven commercial execution and attractive financial profile

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