

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 16, 2023**

OrthoPediatrics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-38242

(Commission File Number)

**2850 Frontier Drive
Warsaw, Indiana**

(Address of principal executive offices)

26-1761833

(I.R.S. Employer Identification Number)

46582

(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 OrthoPediatics 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Orthopediatrics Corp. Investor Presentation dated May 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: May 16, 2023

By: /s/ Daniel J. Gerritzen
Daniel J. Gerritzen,
General Counsel and Secretary



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 this 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 presentation includes certain non-GAAP financial measures such as organic revenue, 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"). Sales on an organic basis excludes from our reported net revenue growth the impacts of revenue from any acquired business that have been owned for less than one year. We believe that providing the non-GAAP organic revenue is useful as a way to measure and evaluate our underlying performance consistently across the periods presented. Adjusted earnings (loss) per share in this presentation 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 professional fees, accrued legal settlement costs 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 professional 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. Adjusted EBITDA in this release represents net loss, plus interest expense, net plus other expense, provision for income taxes (benefit), depreciation and amortization, trademark impairment, stock-based compensation expense, fair value adjustment of contingent consideration, acquisition related costs, non-recurring professional fees, accrued legal settlements costs, 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 net revenue to non-GAAP organic revenue, 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

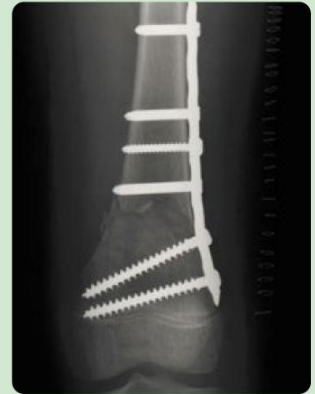
~ **650,000**

pediatric patients treated since inception¹

- 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



PediLoc Femur

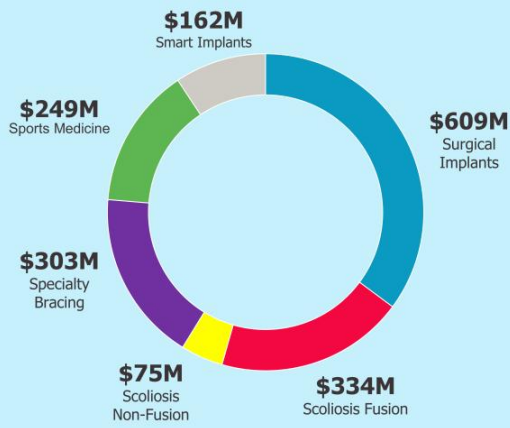
Screws parallel to growth plate



- 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**

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

U.S. Addressable Market¹ – \$1.7B



Competitive Dynamics

- 01 Large incumbents repurpose adult implants
- 02 Require specialized sales force
- 03 Lack of focus on pediatric conditions





Innovative Technology

49 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 Inception¹**

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



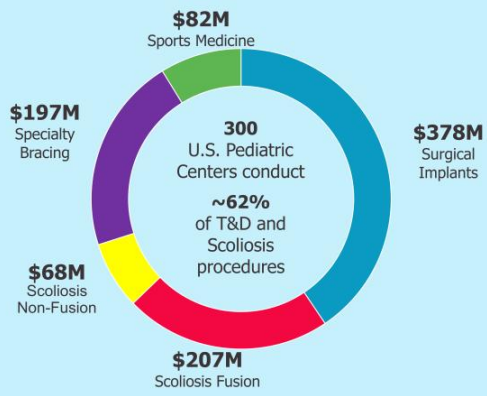
Expand addressable market through aggressive investment in **R&D and select M&A opportunities**

05



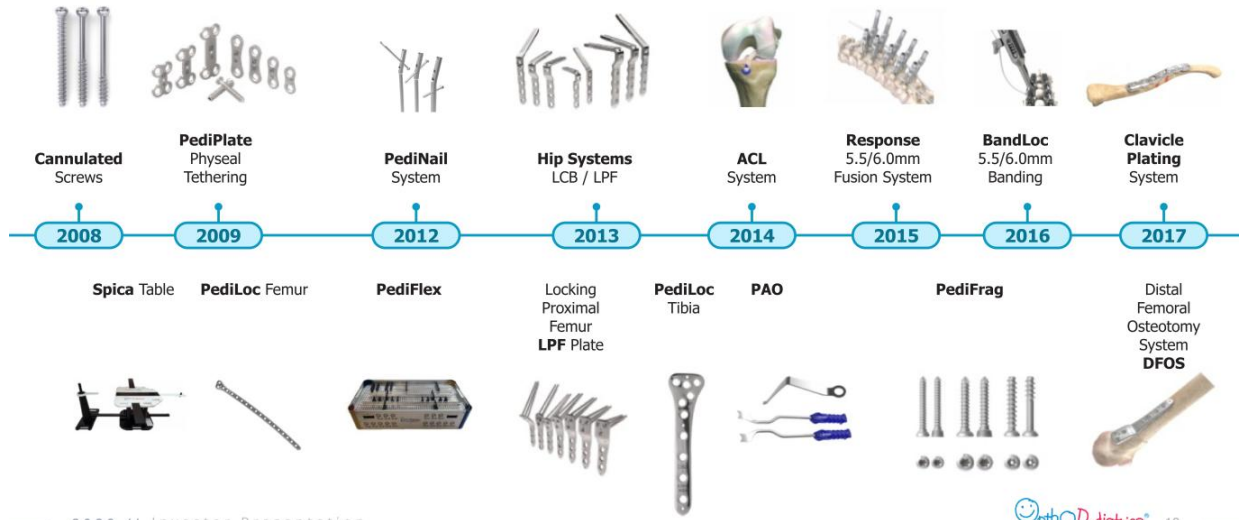
Train next generation of pediatric orthopedic surgeons

U.S. Current Target Market¹ – \$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



Total Revenue (\$M)

+21.9%
CAGR



	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

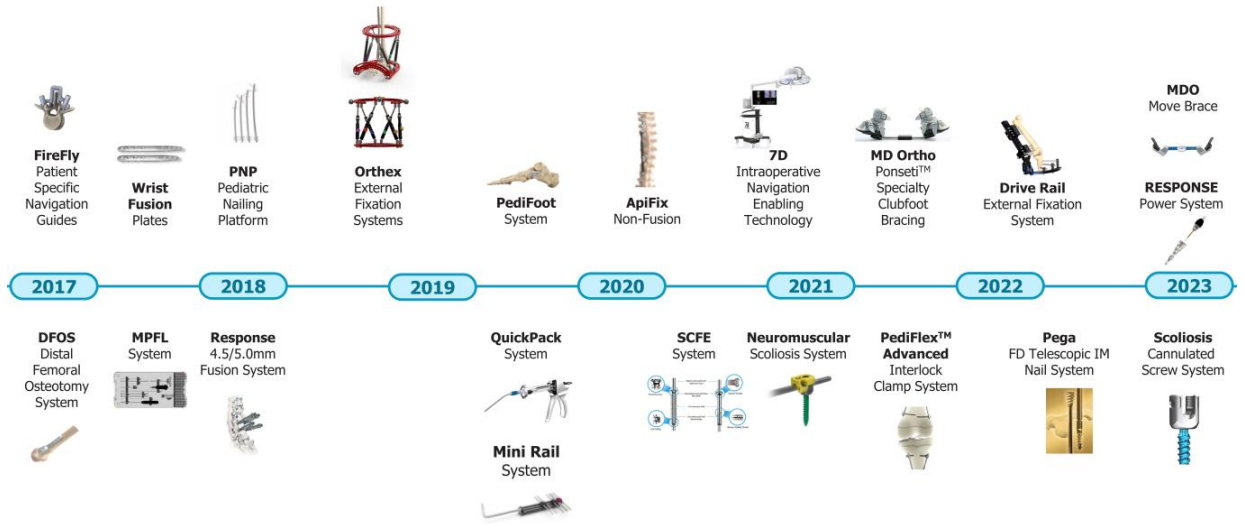


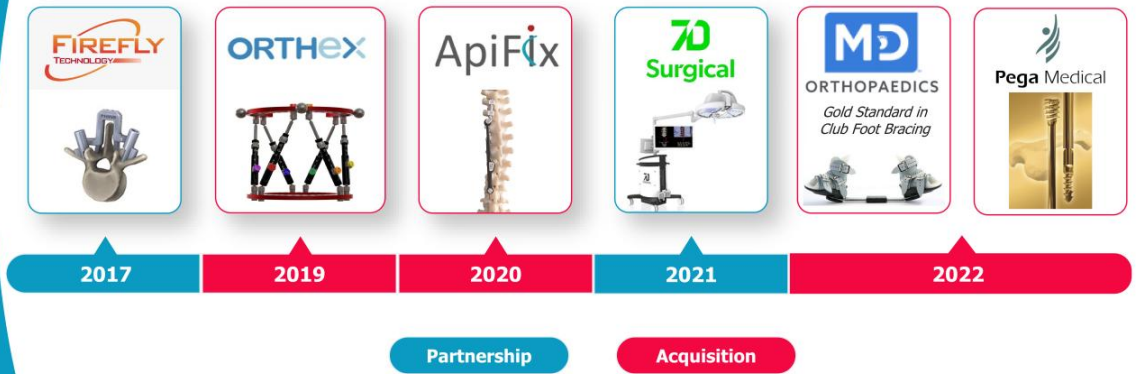
Improve Profitability



Leverage Balance Sheet

¹ Impacted by COVID





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

The diagram illustrates the '4AFO SOLUTIONS' product line. At the center is a box labeled '4AFO SOLUTIONS' with 'PONSETI' above it. Four dashed lines connect this central box to four different types of orthoses: 'Standard AFO' (top right), 'PLANTAR FLEXION STOP' (top left), 'TOE STILT' (right), and 'PLANTAR FLEXION STOP / TOE STILT' (bottom right). Each type is accompanied by a small image of the device. To the left of the diagram is the 'MD orthopaedics' logo. Below the diagram is a photograph of a smiling baby wearing a blue Ponseti brace. The baby's brace has the name 'Ponseti' written on it. To the right of the baby photo is the 'OrthoPediatrics' logo and the number '14'.

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 including e-commerce platform direct to consumers
- Approximately 35,000 children suffer from Osteogenesis Imperfecta in the U.S.

Terms:

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



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



FireFly S2/Alar



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

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

“As a surgeon educator, I have always appreciated and valued OrthoPediatrics’ commitment to education.

Ryan Goodwin, MD, MBA, FAOA
The Cleveland Clinic”



2023 // INVESTOR PRESENTATION

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



T&D

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

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



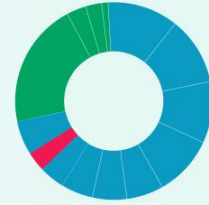
Scoliosis



27% of Revenue

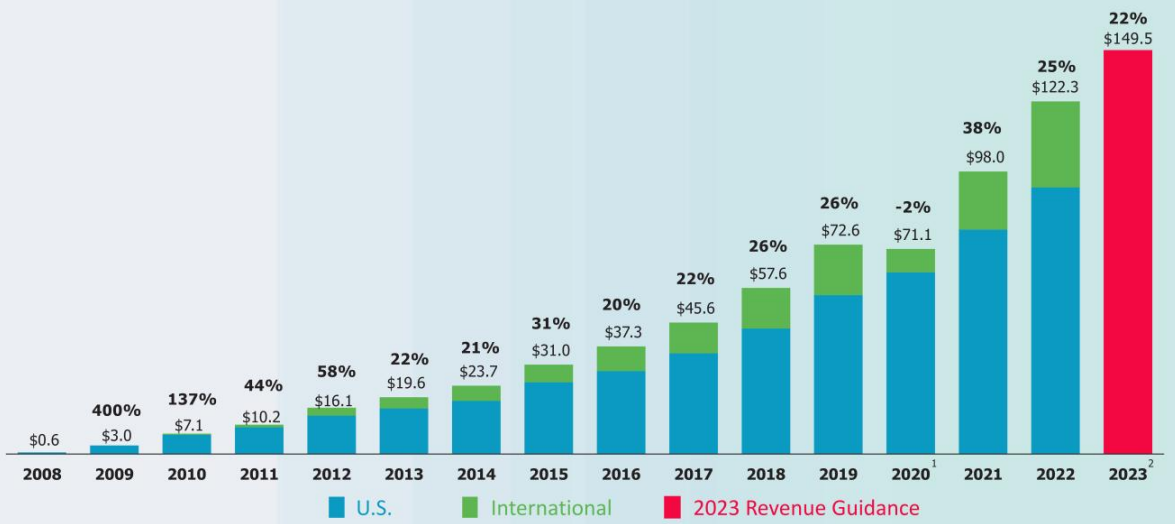


2022 Revenue by Product Family



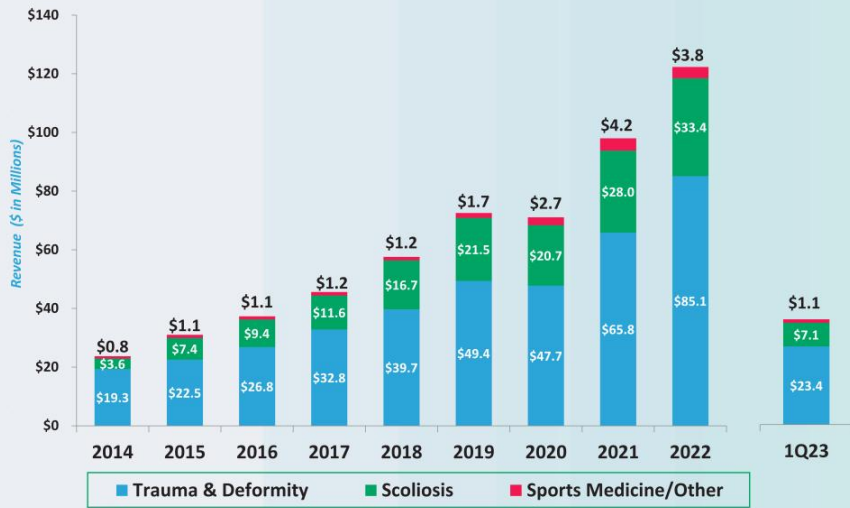
- Trauma & Deformity
- Scoliosis
- Sports Medicine

Strong History of Y/Y Growth (\$M)

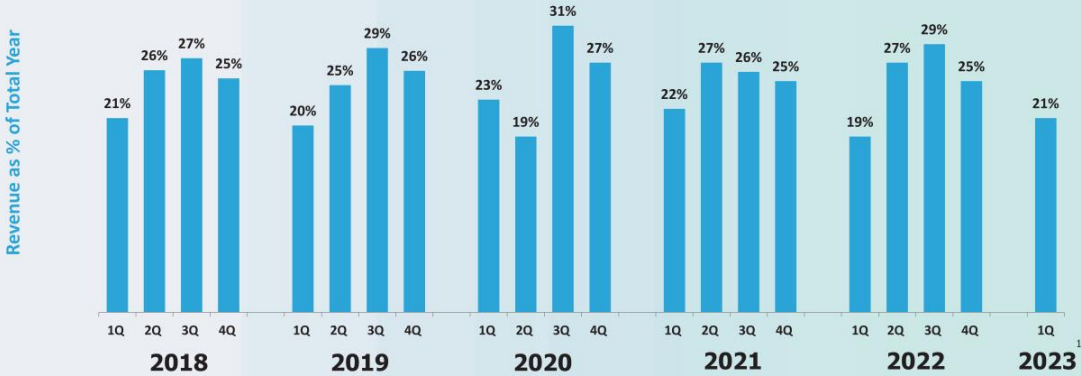


¹ Impacted by COVID ² Represents midpoint of the Company's 2023 revenue guidance range of \$148 to \$151 million

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
Revenue	\$71.1	\$98.0	\$122.3
Growth %	(2%)	38%	25%
Gross profit	\$55.0	\$73.4	\$90.7
Margin %	77%	75%	74%
Operating expenses	\$81.8	\$91.4	\$116.1
Operating loss	(\$26.8)	(\$18.0)	(\$25.4)
Net (loss) income	(\$32.9)	(\$16.2)	\$1.3
EPS¹	(\$1.82)	(\$0.84)	\$0.06

	1Q 2023	1Q 2022
Revenue	\$31.6	\$23.4
Growth %	35%	9%
Gross profit	\$23.6	\$18.6
Margin %	75%	79%
Operating expenses	\$32.2	\$25.0
Operating loss	(\$8.6)	(\$6.4)
Net (loss) income	(\$6.8)	(\$9.1)
EPS¹	(\$0.30)	(\$0.47)

(\$ in Millions)

Organic Revenue Reconciliation

Product Sales by geography	Three Months Ended March 31,	
	2023	2022
As reported:		
U.S.	\$23.8	\$18.2
International	\$7.8	\$5.2
Less impact from acquisitions:		
U.S.	\$2.6	-
International	\$2.3	-
Organic revenue:		
U.S.	\$21.2	\$18.2
International	\$5.5	\$5.2
Total Organic Revenue	\$26.8	\$23.4

Product Sales by category	Three Months Ended March 31,	
	2023	2022
As reported:		
Trauma and deformity	\$23.4	\$16.5
Scoliosis	\$7.1	\$6.0
Sports medicine/other	\$1.1	\$0.9
Less: impact from acquisitions		
Trauma and deformity	\$4.9	-
Scoliosis	-	-
Sports medicine/other	-	-
Organic revenue:		
Trauma and Deformity	\$18.6	\$16.5
Scoliosis	\$7.1	\$6.0
Sports medicine/other	\$1.1	\$0.9
Total Organic Revenue	\$26.8	\$23.4

(\$ in Millions)

Adjusted EBITDA Reconciliation

	Three Months Ended March 31,	
	2023	2022
Net income (loss)	(\$6.8)	(\$9.1)
Interest expense, net	(0.2)	0.6
Other income (expense)	(0.3)	(0.1)
Provision for income tax (benefit)	(0.6)	(0.3)
Depreciation and amortization	3.8	3.0
Stock-based compensation	2.1	1.5
Fair value adjustment of contingent consideration	(0.7)	2.6
Acquisition related costs	-	0.2
Nonrecurring Pega conversion fees	0.3	-
Minimum purchase commitment cost	0.3	0.1
Adjusted EBITDA	(\$2.1)	(\$1.6)

	Three Months Ended March 31,	
	2023	2022
Earnings (loss) per share, diluted (GAAP)	(\$0.30)	(\$0.47)
Accretion of interest attributable to acquisition installment payable	0.02	0.02
Fair value adjustment of contingent consideration	(0.03)	0.13
Acquisition related costs	-	0.01
Nonrecurring Pega conversion fees	0.01	-
Minimum purchase commitment cost	0.01	0.01
Earnings (loss) per share, diluted (non-GAAP)	(\$0.29)	(\$0.30)

(\$ in Millions)
As of March 31, 2023

Assets	
Cash & short-term investments	109.2
Account receivable	26.8
Inventory (net)	84.9
Other current assets	4.0
Total Current Assets	225.0
PP&E (net)	36.9
Intangibles and goodwill	164.4
Total Assets	426.3

Liabilities	
Accounts payable	16.7
Debt	0.9
Accrued comp. & other liab.	17.0
Acquisition pay. & cont. consideration	18.5
Paid-in capital	562.8
Accumulated deficit (net)	(183.6)
Accumulated other comprehensive loss	(6.0)
Total Liabilities / Equity	426.3

2023 Guidance

	FY2023
Revenue	\$148.0 to \$151.0
Adjusted EBITDA	\$3.0 to \$4.0

(\$ in Millions, except per share items)

Assumptions

	FY2023
2023 Total Revenue Growth %	21% to 23%
MD Ortho and Pega Medical contribution ¹	\$7.0
Organic Revenue Growth %	15% to 18%
Set Deployment	~\$25
Adjusted EPS ²	~(\$0.95)

(\$ in Millions, except per share items)



- 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



