

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): **June 16, 2020**

OrthoPediatrics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-38242

(Commission File Number)

26-1761833

(I.R.S. Employer Identification Number)

**2850 Frontier Drive
Warsaw, Indiana**

(Address of principal executive offices)

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.

On June 16, 2020, the executive officers of OrthoPediatrics Corp. (the “Company”) will be meeting with representatives of Piper Sandler & Co. and various investors to provide a business update, including an update on the expected impact of COVID-19 on the Company in the second quarter of 2020. The officers intend to use the material filed as Exhibit 99.1 herewith, in whole or in part, as part of their presentation to the participants.

As indicated in the presentation, the Company anticipates total revenues for the quarter ended June 30, 2020 to be down by approximately 30%, as compared to total revenues for the second quarter of 2019. As a majority of the Company’s products are utilized in elective surgeries or procedures, the postponement of those surgeries and procedures by various governments, governmental agencies and hospital administrators in preparation for COVID-19-related hospitalizations has had a significant negative impact on the Company’s business and results of operations. Specifically, the Company’s deformity correction and scoliosis businesses were significantly impacted in the second quarter of 2020, with April sales being down approximately 60% from the same month last year. However, as elective surgeries were permitted to resume across the United States, the Company began seeing improvement in its domestic deformity correction and scoliosis businesses. International sales have also been negatively impacted, with revenues in April and May 2020 being down 70% and 50%, respectively, as compared to revenues in April and May 2019. International sales have not seen a similar rebound as a return to elective surgeries have been delayed and the ability to purchase sets has been hampered by a slower return to the market by the Company’s international distributors.

The Company continues to monitor the evolving COVID-19 pandemic and guidance from international and domestic authorities, including federal, state and local public health authorities. However, given the dynamic nature of the situation, the Company cannot reasonably estimate the impacts of the COVID-19 pandemic on its financial condition, results of operations or cash flows for the second half of the year. As a result, the Company continues to suspend full year 2020 revenue growth and set consignment guidance.

The Company will provide complete second quarter 2020 financial results in early August, consistent with past practices.

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.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of U.S. federal securities laws. You can identify forward-looking statements by the use of words such as “may,” “might,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “believe,” “estimate,” “project,” “target,” “predict,” “intend,” “future,” “goals,” “potential,” “objective,” “would” and other similar expressions. Forward-looking statements involve risks and uncertainties, many of which are beyond the Company’s control. Important factors could cause actual results to differ materially from those in the forward-looking statements, including, among others: the risks related to COVID-19, the impact such pandemic may have on the demand for our products, and our ability to respond to the related challenges; and the risks, uncertainties and factors set forth under “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on March 5, 2020, as updated and supplemented by our other SEC reports filed time to

time. Forward-looking statements speak only as of the date they are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events, or circumstances or other changes affecting such statements except to the extent required by applicable securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	OrthoPediatrics Corp. Investor Presentation dated June 2020.

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: June 16, 2020

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



OrthoPediatrics Corp.
June 2020

Mark Throdahl
Fred Hite



Forward-Looking Statements

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Use of Non-GAAP Financial Measures

This presentation includes the non-GAAP financial measure of Adjusted EBITDA, which differs from financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). Adjusted EBITDA in this release represents net loss, plus interest expense, net plus depreciation and amortization, stock-based compensation expense, and acquisition related costs. Adjusted EBITDA is presented because the Company believes it is a useful indicator of its operating performance. Management uses the metric as a measure of the Company's operating performance and for planning purposes, including financial projections. The Company believes this measure is useful to investors as supplemental information because it is frequently used by analysts, investors and other interested parties to evaluate companies in its industry. The Company believes Adjusted EBITDA is useful to its management and investors as a measure of comparative operating performance from period to period. 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 limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and other potential cash requirements. In evaluating Adjusted EBITDA, you should be aware that in the future the Company may incur expenses that are the same or similar to some adjustments in this presentation. The Company's presentation of 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 Adjusted EBITDA on a supplemental basis. The Company's definition of this measure is not necessarily comparable to other similar captions of other companies due to different methods of calculation.



Large Market







Proprietary Technology

Scalable Business

-  **Diversified medical device company focused exclusively on pediatric orthopedics**
-  **Protected market opportunity: \$1.4 billion U.S., \$3.2 billion globally (2019 estimates)**
-  **High U.S. procedure concentration: <300 hospitals and ~1,400 surgeons**
-  **Focused call point: pediatric orthopedic surgeons are generalists who use all OP products**
-  **Sustainable competitive advantage:**
 - **Broadest pediatric-specific orthopedic product offering with 35 surgical systems**
 - **Strong relationships with pediatric orthopedic surgeons**
 - **Deep commitment to clinical education**
 - **Sales personnel are a consultative resource who attend surgery**
-  **Consistent 20+% growth since inception**
 - **FY19 revenue of \$72.6 million, up 26%**
-  **Recent Orthex and ApiFix acquisitions give OP proprietary, leading-edge technology in both external fixation and non-fusion scoliosis markets and expand the Company's total addressable market**



Environment and Company Response

-  Working closely with surgeon base, partners, and key suppliers; **continuing to build inventories of critical products**
-  **Accelerated sales training** on new products including Orthex and recently acquire A with remote learning
-  Company implemented safety measures across the organization, including working remote since mid-March
-  **Currently committed to no lay-offs or base reduction salary cuts to all direct employ and established a Distributor Relief Fund for U.S. sales agencies**
-  Utilizing DocMatter website to sponsor webinars around pediatric orthopedic care i midst of COVID-19 pandemic
-  **Product development has not been affected and proceeds at normal pace**

Impact on Financials

-  **31% sales growth February 2020 YTD; 30 percent domestic sales growth for the first quarter 2020 offset by earlier impact in international markets (32% OUS decrease) f net sales growth of 12%**
-  Company withdrew its previously announced 2020 revenue growth and consignment guidance of 22%-24% and \$19-\$21 million, respectively
-  Deformity Correction and Scoliosis businesses significantly impacted; **April total sal down ~60%; began seeing improvements in May and June schedule filling up nicely**
-  **Anticipate 2Q20 revenues to be down ~30% overall, with domestic only down ~20%**



A Company Built on a CAUSE

Cause

Improving the lives of children with orthopedic conditions



Gideon with CMO Peter Armstrong, M.D., c. 1995.
Gideon's drawing of his girlfriend, 2016.

Company Snapshot

-  Treated **>172,000 patients** since inception
-  **35 surgical systems**; **~7,300 SKUs**; strong pipeline
-  **4 additional systems** from Vilex and ApiFix acquired
-  **103 direct employees**; **167 focused sales reps**¹
-  **Global sales organization** focused on pediatric orthopedic surgeons in **44 countries**¹
-  **79 issued patents**; **65 pending patents**²
-  **Chief Medical Officer** is a fellow surgeon
-  **Average FDA approval time**: **< ½ industry average**
-  **History of stable reimbursement**

¹ As of March 31, 2020

² As of March 31, 2020 and does not include Vilex/Orthex patents/patent applications



Children Are Not Small Adults

Superior Clinical Outcomes

Re-Purposed Adult Plate



Screws Through Growth Plate

OP's Solution



Screws Parallel To Growth Plate

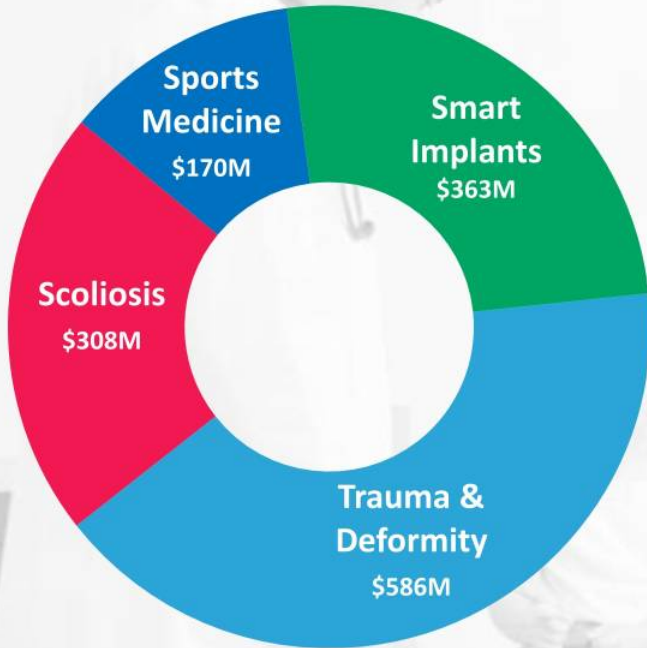
OP's Market Impact

- 🧠 **Address orthopedic industry's lack of focus on product development, clinical education and sales presence**
- 🧠 **Implants and instruments avoid complications of re-purposed adult products**
- 🧠 **Product development in collaboration with leading pediatric orthopedic surgeons**
- 🧠 **Dedicated sales support attending surgeons**
- 🧠 **Clinical education programs that build brand loyalty**

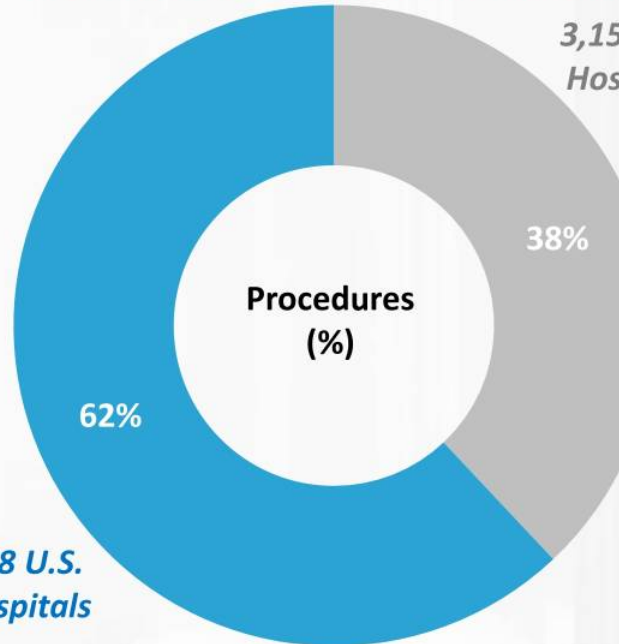


OP'S \$3.2 Billion Current Addressable Global Market¹

\$1.4 Billion U.S. Addressable Market¹



High Concentration of Pediatric Trauma & Deformity and Scoliosis Procedures



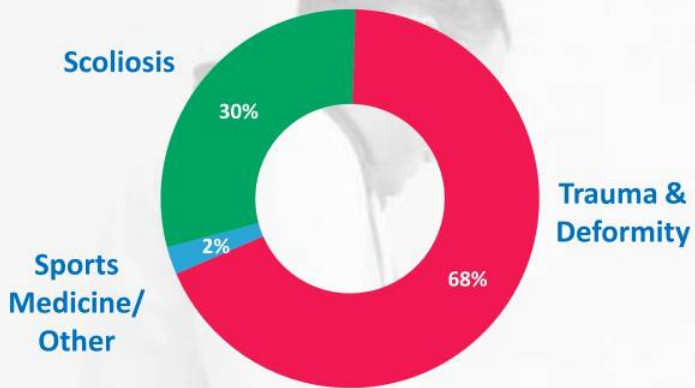
**Current products target three of the largest categories in Pediatric Orthopedics
Pipeline products underway to expand addressable market**

¹ Management's 2019 updates to IMS data from 2016



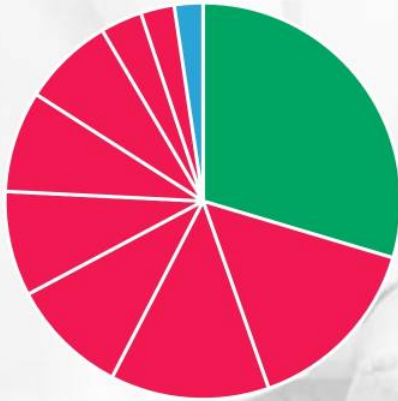
Product Line & Growth Diversification

2019 Revenue by Segment (% Total)

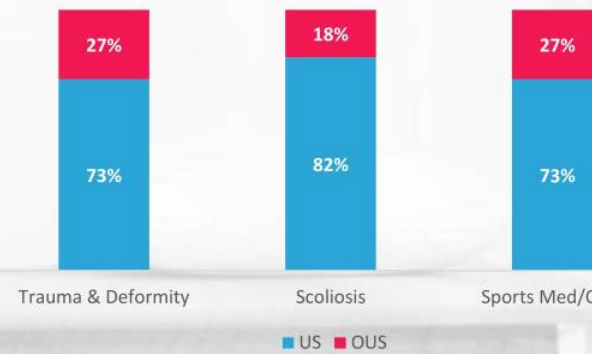


- \$72.6 million sales in 2019, increasing 26%
- Well diversified product sales and source growth
- All major product families contributed to revenue growth
- All products have comparable gross margins

2019 Revenue by Product Family



2019 Revenue by Geography





**Sales Focus
on Teaching
Institutions and
High Volume
Hospitals**

**Deploy
Instrument
Sets**

**Expand
Addressable
Procedures**

**Expand Clin
Educatio
Program**

Goals

-  **Accelerate sales growth**
-  **Develop and acquire novel technologies**



New Systems & Product Launches (2017-2020)

Trauma & Deformity



Titanium PediPlates® System
(Expands physeal tethering offering)



Clavicle Plate System
(First pediatric specific system)



Wrist Fusion Plate System
(First pediatric specific system)

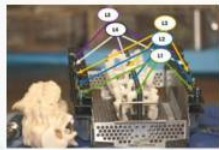
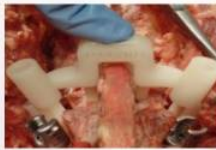


PediFlex Advanced



Pediatric Nailing Platform | FEMUR
(Expands into adolescent cases)

Scoliosis



FIREFLY® Pedicle Screw Navigation Guides
(Complementary to RESPONSE Spine System)



FireFly S2/Alar



RESPONSE 4.5/4.75/5.0mm System
(Maximizes intraoperative flexibility)

Sports Medicine



Medial Patella Femoral Ligament Reconstruction System
(Complementary to ACL Reconstruction System)



New Systems & Upcoming Product Launches (2019-2020)

Trauma & Deformity

Acquired
June '19



Orthex
(External fixation hardware / software)

Launched
Sept '19



Next Generation Cannulated Screw Systems

Launched
Nov '19



PediFoot
(First pediatric system)

Launched
Dec '19



QuickPack™ Bone Void Filler

Launched
Mar '20



Large Fragment Cannulated Screw System

Launching
2020



Osteogenesis Imperfecta Nail System

Launched
2020



Pediatric Expansion

Scoliosis

Launched
Feb '19



BandLoc DUO System



RESPONSE™ Neuromuscular System

Neuromuscular FDA approval
Mar '20

Acquired
Apr '20

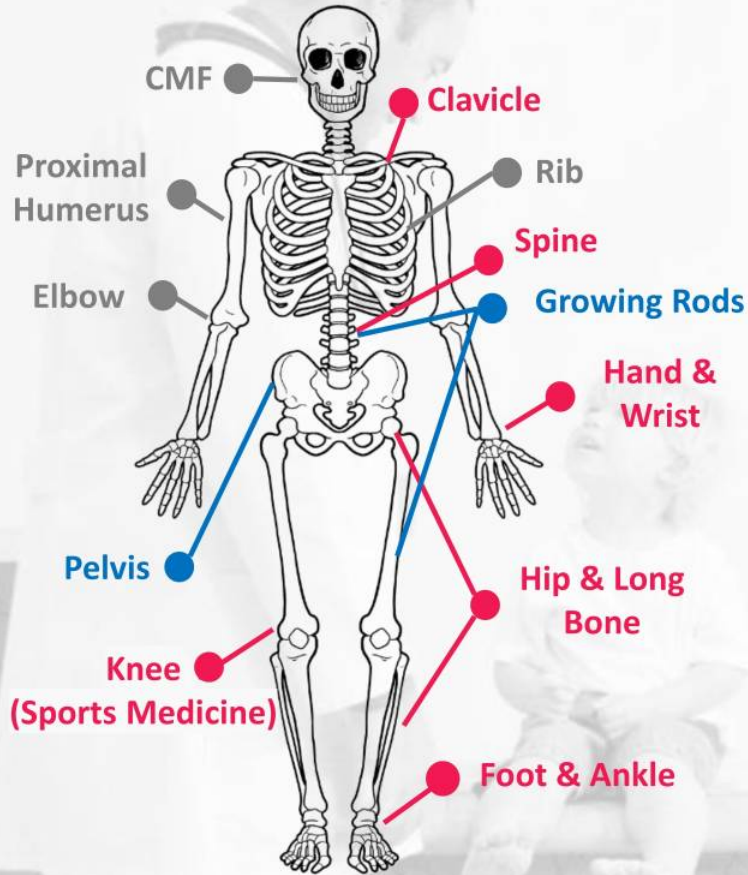


ApiFix MID-C System (Non-fusion technology)





Expanding Our Addressable Market



Demonstrated ability to expand portfolio to full array of pediatric surgeries

- OP Today
- OP Tomorrow
- Now Under Development



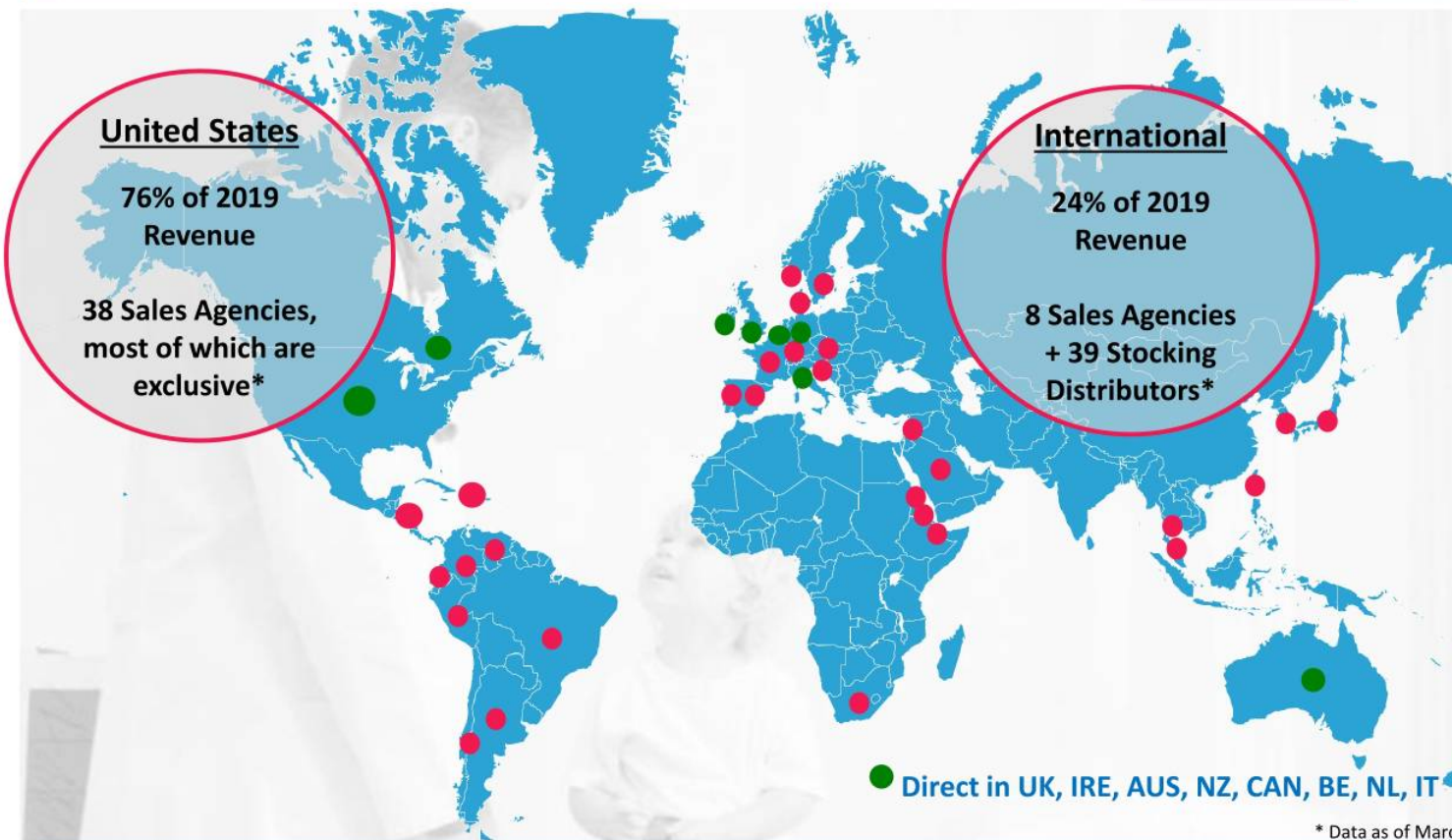
Smart Implants

- 🧠 Proof of concept established in 2018 with substantial development in 2019
- 🧠 2 embodiments: (1) scoliosis (2) intramedullary nailing
- 🧠 OP will offer significant improvements to current technology

Early Onset Scoliosis

- 🧠 Emerging surgical trends not being pursued by major spine companies
- 🧠 Intervention in patients as young as 10
- 🧠 Reversible, non-fusion procedures
- 🧠 Developing IP portfolio
- 🧠 Working with panel of leading surgeons





Currently selling to major children's hospitals in the U.S. and 43 additional countries
Converting to agency model in select markets has significantly increased volumes, ASPs, and gross margin
Replicate success of sales agency model in UK, IRE, AUS, NZ, CAN, BE, NL, and IT



Transaction Details

-  **Acquisition:** In June 2019 OP purchased Vilex¹ and its **Orthex Hexapod²** system with proprietary point-and-click planning software, for \$60 million (\$50 million cash + \$10 million shares)
-  **Divestiture:** In December 2019 OP **sold the adult assets and Orthex license for non-pediatrics market** to Squadron Capital for \$25 million cash.
-  **Net:** Orthex Hexapod investment of \$35 million

Benefits

-  Expands OP's Trauma & Deformity business into **new segment valued at \$200 million globally**
-  Expands Trauma & Deformity's **breadth from 60% to 80% of addressable market**
-  **Increases surgeon reach** to limb reconstruction specialists who treat pediatric patients beyond children's hospitals, generating pull-through of other products
-  Divestiture allows OP to remain committed solely to pediatrics with **cross license rights**



¹ Vilex generated \$6.7 million of revenue in 2018 (most of which was adult)

² Hexapod had 50% annual revenue growth since FDA clearance in mid-2016; generated \$5.1 million of revenue in 2018



Disruptive Technology

- Construct allows 90° angulation
- Unique calibrated struts and HA-coated pins
- Patented point and click software
- Significantly simplifies surgery planning and subsequent alignments

Dror Paley, MD – Pediatric orthopedic KOL

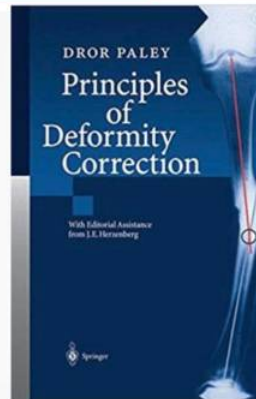
- Introduced Ilizarov method in U.S.

Defend competitive position and risk

- Defend other potential acquirers from entering the pediatric space



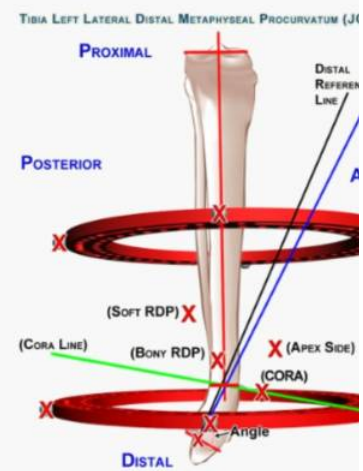
ORTHeX



ML X-Ray

ML STEP 11 of 11: Verify, and click the AP View button to proceed

- 1 Proximal Ring
- 2 Distal Ring
- 3 Proximal Bone Segment Line
- 4 Distal Joint Line
- 5 Distal Centerpoint
- 6 Osteotomy
- 7 Proximal Bone Ends
- 8 Proposed Pivot Point
- 9 RDP Bony
- 10 RDP Soft
- 11 Review





Transaction Details

- 🧠 **Acquisition:** In April 2020, OP purchased ApiFix¹ and its **MID-C minimally invasive deformity correction system**, for 934,768 shares of common stock and \$2 million in cash paid at closing, plus milestone payments and an earnout over a period of four years

Benefits

- 🧠 Expands OP's Scoliosis business into **non-fusion market**, the holy grail of pediatric scoliosis surgery
- 🧠 **One of only two** non-fusion technologies approved by the U.S. FDA and granted pediatric HDE
- 🧠 **Least invasive, removable system that acts as an internal brace with motion-preserving capabilities** to avoid permanently limiting range of motion
- 🧠 **Measurable reductions** in surgery time, blood loss, hospitalization, recovery time, and complication rates
- 🧠 **Extremely high sales/dollar** of set inventory
- 🧠 **Strong IP protection:** 46 granted patents and 25 patent applications



¹ ApiFix generated \$0.5 million of revenue in 2019



ApiFix is a Viable Alternative to Failed Bracing and Spinal Fusion for the Treatment of Progressive Scoliosis



Exercise
Curves $<25^\circ$



Brace
Curves $25^\circ - 40^\circ$



ApiFix System
Curves $40^\circ - 60^\circ$



Fusion Surgery
Curves $>50^\circ$



Minimally Invasive Deformity Correction (MID-C) System for Scoliosis



- Viable alternative to failed bracing and spinal fusion with **motion-preserving** technique
 - Self-adjusting rod and novel polyaxial joints
- **Least invasive** surgical solution
 - Placed posteriorly and unilaterally on the concave aspect of the curvature
 - No thoracic surgeon; no need to collapse the lung
- **Removable** (burns no bridges)
- Surgery time **1-2 hours**; Incision size **10-15cm**; Blood loss **50cc**
- Post-surgery hospital stays of **1-2 days**
 - Patient recovery measured in days, not months
- **Low complication and revision** rates
- FDA and CE Mark approved procedure backed by clinical data on 370+ patients and long-term (8 year) data



New Competitors Would Face Formidable Obstacles



“The ship has sailed.”

- 👤 **Product breadth**
- 👤 **Surgeon relationships**
- 👤 **Sales and distribution network**
- 👤 **Clinical education programs**
- 👤 **Pediatric brand equity**
- 👤 **Reputation with pediatric orthopedic societies**
- 👤 **Dynamic culture**



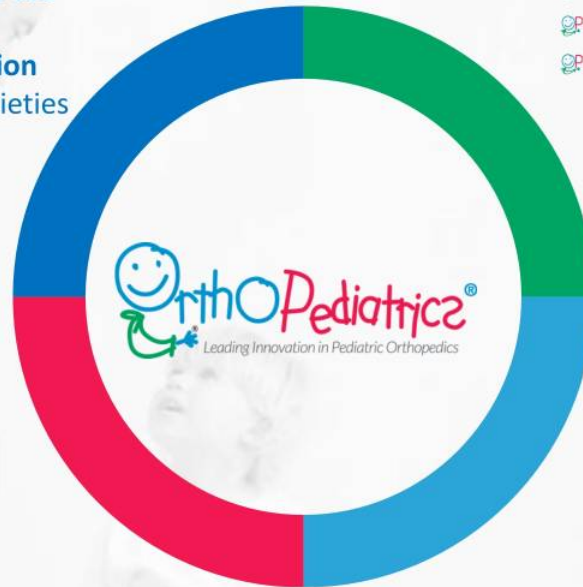
What Does Category Leadership Mean?

Surgeon relationships and clinical education

- Relationships with surgeons who use entire portfolio
- Major provider of clinical education
- Leading supporter of surgical societies
- Custom instruments

Broadest, most innovative product offering

- 13 years' clinical understanding
- New product pipeline
- Pediatric Market Gateway for distributed products and joint product developments



Robust organic growth opportunities

- \$3.2 billion addressable global market
- Limited focused competition
- Focused, experienced distribution
- Instrument set placements drive growth

Attractive growth and margin profile

- Consistent growth since inception
- 75% gross margin in FY 2018
- History of efficient capital utilization

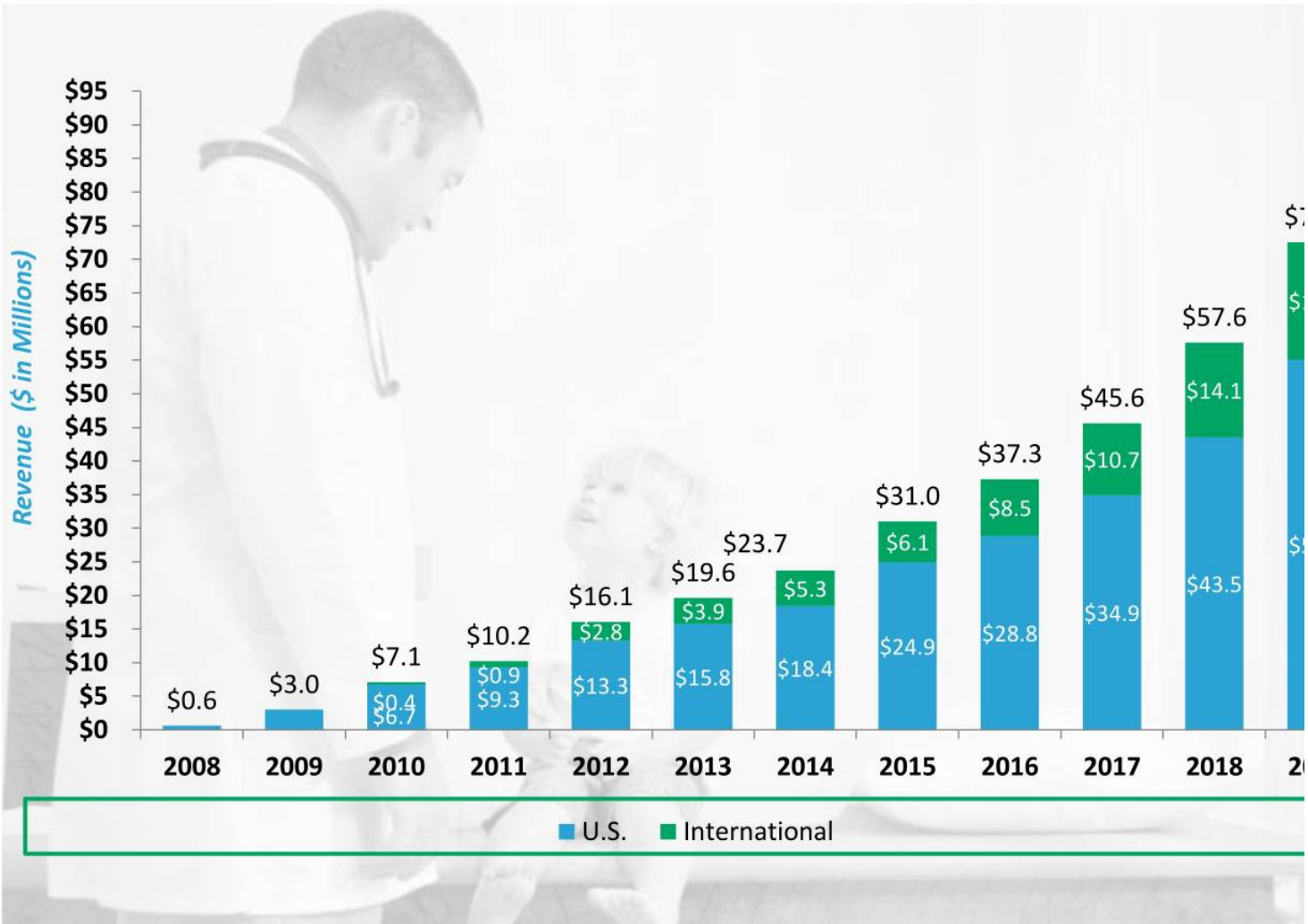


Financial Review



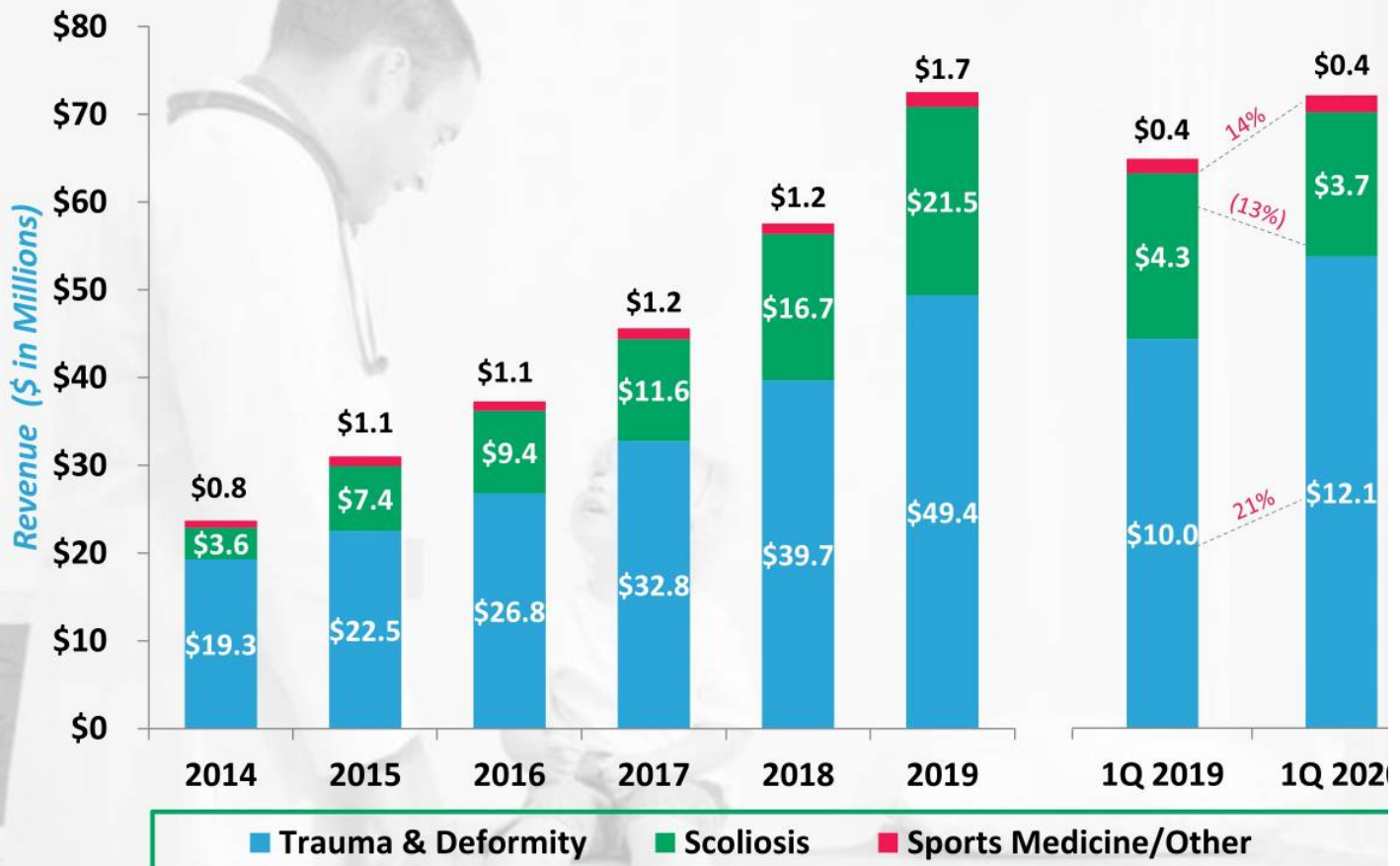


Consistent 20+% Revenue Growth Since Incept



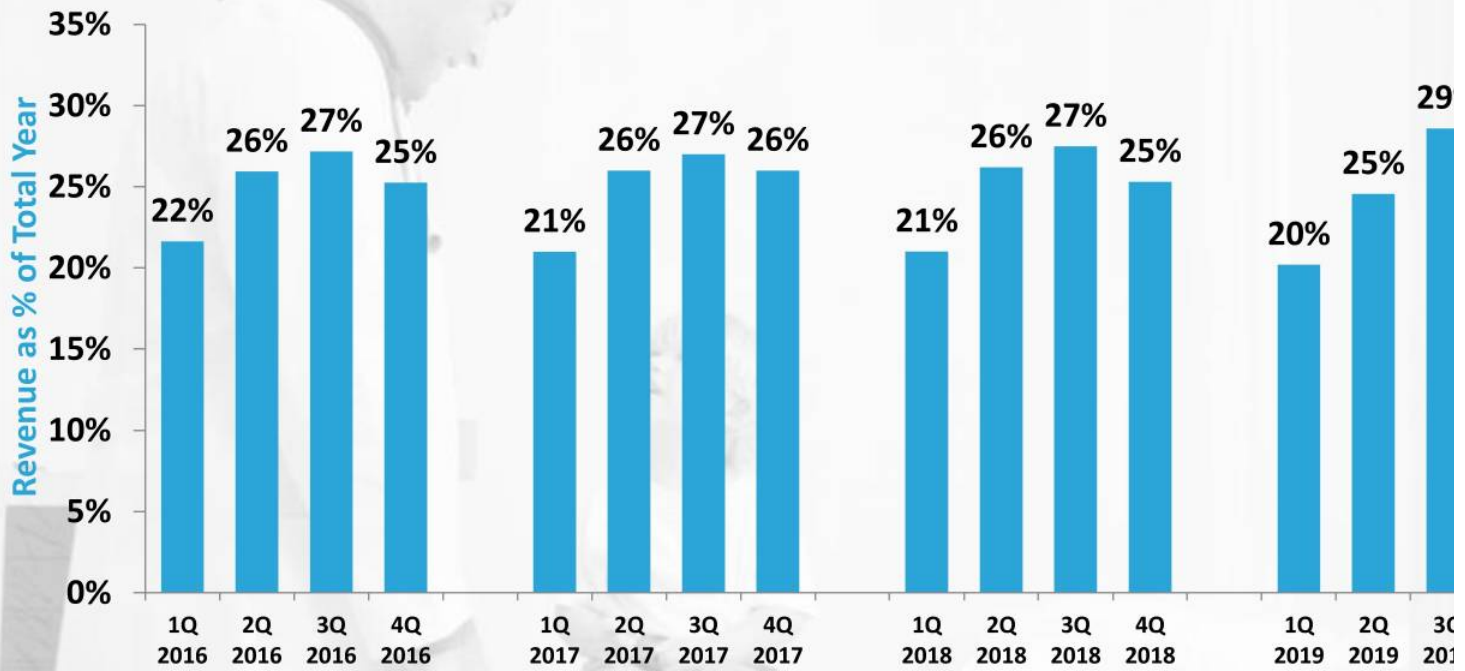


Category Revenue Summary





Seasonality Drives Stronger Performance in Summer Months and Holiday Periods





Income Statement Summary

(\$ in Millions)

	FY 2016	FY 2017	FY 2018	FY 2019	1Q 2019	1Q 2020
Revenue	\$37.3	\$45.6	\$57.6	\$72.6	\$14.7	\$16.3
<i>Growth %</i>	<i>20%</i>	<i>22%</i>	<i>26%</i>	<i>26%</i>	<i>21%</i>	<i>11%</i>
Gross Profit	\$26.4	\$34.5	\$42.7	\$54.6	\$10.7	\$12.1
<i>Margin %</i>	<i>71%</i>	<i>76%</i>	<i>74%</i>	<i>75%</i>	<i>73%</i>	<i>75%</i>
Operating Expenses	\$32.5	\$40.9	\$52.2	\$63.7	\$13.4	\$16.7
Operating Loss	(\$6.1)	(\$6.5)	(\$9.6)	(\$9.1)	(\$2.7)	(\$4.6)
Net Loss	(\$6.6)	(\$8.9)	(\$12.0)	(\$13.7)	(\$3.0)	(\$5.0)
Net Loss per Share¹	(\$7.14)	(\$5.86)	(\$0.96)	(\$0.94)	(\$0.21)	(\$0.31)

¹ Net loss per share attributable to common stockholders – basic and diluted



Adjusted EBITDA Reconciliat

(\$ in Millions)

	Three Months Ended March 31,	
	2019	2020
Net loss	(\$3.0)	(\$5.0)
Interest expense, net	0.3	0.4
Other expense	-	0.1
Depreciation and amortization	0.8	1.4
Stock-based compensation	0.5	1.0
Acquisition related costs	-	0.1
Adjusted EBITDA	(\$1.4)	(\$2.2)



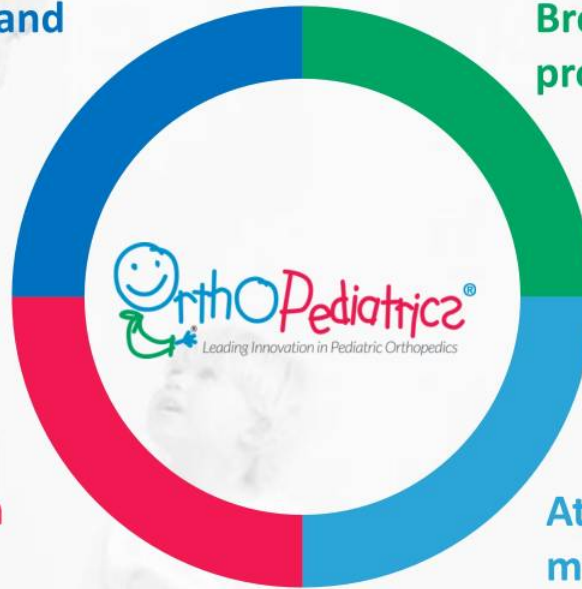
(\$ in Millions)
As of March 31, 2020

Assets		Liabilities	
Cash & Restricted Cash	\$54.9	Accounts payable	\$
Accounts receivable	14.0	Debt	2
Inventory (net)	44.0	Accrued expenses	
Other current assets	2.1	All other liabilities	
PP&E (net)	24.1	Paid-in capital	27
Intangibles	35.0	Accumulated deficit (net)	(13)
Total Assets	\$174.1	Total Liabilities / Equity	\$17



Surgeon relationships and clinical education

Broadest, most innovative product offering



Robust organic growth opportunities

Attractive growth and margin profile

