

**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 4, 2023

GLOBUS MEDICAL, INC.

(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction
of incorporation)

001-35621
(Commission
File Number)

04-3744954
(IRS Employer
Identification No.)

2560 GENERAL ARMISTEAD AVENUE, AUDUBON, PA 19403-5214
(Address of principal executive offices) (Zip Code)

(610) 930-1800
(Registrant's telephone number, including area code)

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 Symbols	Name of exchange on which registered
Class A Common Stock, par value \$.001 per share	GMED	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 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 2.02. Results of Operations and Financial Condition.

On May 4, 2023, we issued a press release reporting, among other things, our sales and operating results for the three-month period ended March 31, 2023. A copy of the press release is furnished as Exhibit 99.1 to this report.

In accordance with general instruction B.2 to Form 8-K, the information included in this Item 2.02, and the exhibits attached hereto, shall be deemed to be “furnished” and shall not be deemed to be “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 4, 2023
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

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.

GLOBUS MEDICAL, INC.
(Registrant)

Dated: May 4, 2023

/s/ KEITH PFEIL

Keith Pfeil
Chief Financial Officer
Chief Accounting Officer
Senior Vice President
(Principal Financial Officer)

Globus Medical Reports First Quarter 2023 Results

AUDUBON, PA, May 4, 2023: Globus Medical, Inc. (NYSE: GMED), a leading musculoskeletal solutions company, today announced its financial results for the quarter ended March 31, 2023.

- Worldwide net sales were \$276.7 million, an increase of 20.0%, or 21.0% on a constant currency basis
- GAAP net income for the quarter was \$49.1 million
- GAAP diluted earnings per share (“EPS”) was \$0.48 and non-GAAP diluted EPS was \$0.53
- Non-GAAP adjusted EBITDA was \$85.1 million, or 30.8% of net sales

“Globus achieved a record quarter, delivering our highest quarterly revenue yet of \$277 million, an increase of 21% over the first quarter of 2022 on a constant currency basis. Non-GAAP EPS was \$0.53, an increase of 25% as earnings grew faster than sales due to operational efficiencies and disciplined spending,” said Dan Scavilla, President and CEO. “Our U.S. Spine business grew an impressive 14%, with notable gains across our product portfolio in expandables, biologics, MIS screws, and 3D printed implants. International Spine sales increased 21% on an as-reported basis, and 28% on a constant currency basis as we continue to increase our brand recognition on the global healthcare stage. Enabling Technologies grew 91% to \$25 million, driven by continued robotic system demand and new interest in our Excelsius3D™ imaging system.”

“We are also excited about our pending merger with NuVasive,” said Mr. Scavilla. “Last week, shareholders of both companies provided overwhelming support for this combination of leading innovators in spine care. Globus Medical remains well positioned to continue providing innovative procedural solutions to help patients with musculoskeletal disorders.”

Worldwide net sales for the first quarter of 2023 were \$276.7 million, an as-reported increase of 20.0% over the first quarter of 2022, and an increase of 21.0% on a constant currency basis. U.S. net sales for the first quarter of 2023 increased by 19.2% compared to the first quarter of 2022. International net sales increased by 24.7% over the first quarter of 2022 on an as-reported basis, and an increase of 31.5% on a constant currency basis.

GAAP net income for the first quarter of 2023 was \$49.1 million, an increase of 29.0% over the same period in the prior year. Diluted EPS for the first quarter was \$0.48, compared to \$0.37 for the first quarter of 2022. Non-GAAP diluted EPS for the first quarter of 2023 was \$0.53, compared to \$0.42 in the first quarter of 2022 an increase of 24.7% driven primarily by higher net sales.

Net cash provided by operating activities was \$53.3 million, and non-GAAP free cash flow was \$37.3 million for the first quarter of 2023. The Company remains debt free.

2023 Annual Guidance

The Company today reaffirmed its full year 2023 guidance of \$1.1 billion in net sales and non-GAAP diluted earnings per share of \$2.30.

Conference Call Information

Globus Medical will hold a teleconference to discuss its first quarter 2023 results with the investment community at 4:30 p.m. Eastern Time today. Participants may access the conference call live via webcast on the Investors page of Globus Medical's website at <http://www.investors.globusmedical.com/news-events/events-webcasts>. <http://www.investors.globusmedical.com/news-events/events-webcasts>.

To participate via telephone, please register in advance at this link. Upon registration, all telephone participants will receive a confirmation email detailing how to join the conference call, including the dial-in number along with a unique passcode and registrant ID that can be used to access the call. The audio archive will be available after the call on the Investor page of the Globus Medical website.

About Globus Medical, Inc.

Based in Audubon, Pennsylvania, Globus Medical, Inc. was founded in 2003 by an experienced team of professionals with a shared vision to create products that enable surgeons to promote healing in patients with musculoskeletal disorders. Additional information can be accessed at www.globusmedical.com.

Non-GAAP Financial Measures

To supplement our financial statements prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”), management uses certain non-GAAP financial measures. For example, non-GAAP Adjusted EBITDA, which represents net income before interest income, net and other non-operating expenses, provision for income taxes, depreciation and amortization, stock-based compensation expense, provision for litigation, acquisition related costs/licensing, and acquisition of in-process research and development, is useful as an additional measure of operating performance, and particularly as a measure of comparative operating performance from period to period, as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance, and it removes the effect of our capital structure, asset base, income taxes and interest income and expense. Our management also uses non-GAAP Adjusted EBITDA for planning purposes, including the preparation of our annual operating budget and financial projections. Provision for litigation represents costs incurred for litigation settlements or unfavorable verdicts when the loss is known or considered probable and the amount can be reasonably estimated, or in the case of a favorable settlement, when income is realized. Acquisition related costs/licensing represents the change in fair value of business-acquisition-related contingent consideration; costs related to integrating recently acquired businesses, including but not limited to costs to exit or convert contractual obligations, severance, and information system conversion; and specific costs related to the consummation of the acquisition process such as banker fees, legal fees, and other acquisition related professional fees, as well as one-time licensing fees. Acquisition of in-process research and development represents the expensing of acquired assets with no alternative future use and related fees.

In addition, for the period ended March 31, 2023 and for other comparative periods, we are presenting non-GAAP net income and non-GAAP Diluted Earnings Per Share, which represent net income and diluted earnings per share excluding the provision for litigation, amortization of intangibles, acquisition related costs/licensing, acquisition of in-process research and development, and the tax effects of all of the foregoing adjustments. The tax effect adjustment represents the tax effect of the pre-tax non-GAAP adjustments excluded from non-GAAP net income. The tax impact of the non-GAAP adjustments is calculated based on the consolidated effective tax rate on a GAAP basis, applied to the non-GAAP adjustments, unless the underlying item has a materially different tax treatment, in which case the estimated tax rate applicable to the adjustment is used. We believe these non-GAAP measures are also useful indicators of our operating performance, and particularly as additional measures of comparative operating performance from period to period as they remove the effects of litigation, amortization of intangibles, acquisition related costs/licensing, acquisition of in-process research and development, and the tax effects of all of the foregoing adjustments, which we believe are not reflective of underlying business trends. Additionally, for the period ended March 31, 2023 and for other comparative periods, we also define the non-GAAP measure of free cash flow as the net cash provided by operating activities, adjusted for the impact of restricted cash, less the cash impact of purchases of property and equipment. We believe that this financial measure provides meaningful information for evaluating our overall financial performance for comparative periods as it facilitates an assessment of funds available to satisfy current and future obligations and fund acquisitions. Furthermore, the non-GAAP measure of constant currency net sales growth is calculated by translating current year net sales at the same average exchange rates in effect during the applicable prior year period. We believe constant currency net sales growth provides insight to the comparative increase or decrease in period net sales, in dollar and percentage terms, excluding the effects of fluctuations in foreign currency exchange rates.

Non-GAAP adjusted EBITDA, non-GAAP net income, non-GAAP diluted earnings per share, free cash flow and constant currency net sales growth are not calculated in conformity with U.S. GAAP. Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for financial measures prepared in accordance with U.S. GAAP. These measures do not include certain expenses that may be necessary to evaluate our liquidity or operating results. Our definitions of non-GAAP adjusted EBITDA, non-GAAP net income, non-GAAP diluted earnings per share, free cash flow and constant currency net sales growth may differ from that of other companies and therefore may not be comparable.

Safe Harbor Statements

All statements included in this press release other than statements of historical fact are forward-looking statements and may be identified by their use of words such as “believe,” “may,” “might,” “could,” “will,” “aim,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “plan” and other similar terms. These forward-looking statements are based on our current assumptions, expectations and estimates of future events and trends. Forward-looking statements are only predictions and are subject to many risks, uncertainties and other factors that may affect our businesses and operations and could cause actual results to differ materially from those predicted. These risks and uncertainties include, but are not limited to, the occurrence of any change, event, series of events or circumstances that could give rise to the termination of the Merger Agreement, including a termination of the Merger Agreement under circumstances that could require Globus to pay a termination fee to NuVasive or require NuVasive to pay a termination fee to Globus; the inability to complete the Merger due to the failure to satisfy any of the conditions to the completion of the Merger, including receipt of the necessary approval under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”), in a timely manner or otherwise; any unexpected costs, liabilities or delays related to the NuVasive transaction; the respective businesses of Globus and NuVasive may suffer as a result of uncertainty surrounding the transaction; the effect of the announcement of the transaction on the ability of Globus or NuVasive to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Globus or NuVasive does business, or on Globus’ or NuVasive’s operating results and business generally; health epidemics, pandemics and similar outbreaks, including the COVID-19 pandemic, factors affecting our quarterly results, our ability to manage our growth, our ability to sustain our profitability, demand for our products, our ability to compete successfully (including without limitation our ability to convince surgeons to use our products and our ability to attract and retain sales and other personnel), our ability to rapidly develop and introduce new products, our ability to develop and execute on successful business strategies, our ability to comply with laws and regulations that are or may become applicable to our businesses, our ability to safeguard our intellectual property, our success in defending legal proceedings brought against us, trends in the medical device industry, general economic conditions, and other risks. For a discussion of these and other risks, uncertainties and other factors that could affect our results, you should refer to the disclosure contained in our most recent annual report on Form 10-K filed with the U.S. Securities and Exchange Commission, including the sections labeled “Risk Factors” and “Cautionary Note Concerning Forward-Looking Statements,” and in our Forms 10-Q, Forms 8-K and other filings with the U.S. Securities and Exchange Commission. These documents are available at www.sec.gov. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for us to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements contained in this press release speak only as of the date of this press release. We undertake no obligation to update any forward-looking statements as a result of new information, events or circumstances or other factors arising or coming to our attention after the date hereof.

GLOBUS MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

Three Months Ended
March 31,

(In thousands, except per share amounts)

	2023	2022
Net sales	\$ 276,688	\$ 230,549
Cost of goods sold	70,825	59,167
Gross profit	205,863	171,382
Operating expenses:		
Research and development	21,082	17,412
Selling, general and administrative	122,416	100,748
Provision for litigation	—	2,341
Amortization of intangibles	4,601	4,512
Acquisition related costs	1,361	(76)
Total operating expenses	149,460	124,937
Operating income/(loss)	56,403	46,445
Other income/(expense), net		
Interest income/(expense), net	6,497	2,543
Foreign currency transaction gain/(loss)	212	(391)
Other income/(expense)	77	301
Total other income/(expense), net	6,786	2,453
Income/(loss) before income taxes	63,189	48,898
Income tax provision	14,060	10,814
Net income/(loss)	\$ 49,129	\$ 38,084
Other comprehensive income/(loss), net of tax:		
Unrealized gain/(loss) on marketable securities	4,298	(8,828)
Foreign currency translation gain/(loss)	910	(1,567)
Total other comprehensive income/(loss), net of tax	5,208	(10,395)
Comprehensive income/(loss)	\$ 54,337	\$ 27,689
Earnings per share:		
Basic	\$ 0.49	\$ 0.37
Diluted	\$ 0.48	\$ 0.37
Weighted average shares outstanding:		
Basic	100,279	101,600
Diluted	102,196	104,077

GLOBUS MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

<i>(In thousands, except share and per share values)</i>	March 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 217,685	\$ 150,466
Short-term marketable securities	286,685	295,592
Accounts receivable, net of allowances of \$5,514 and \$4,724, respectively	222,783	213,247
Inventories	321,033	298,981
Prepaid expenses and other current assets	19,201	20,997
Income taxes receivable	3,042	4,061
Total current assets	1,070,429	983,344
Property and equipment, net of accumulated depreciation of \$353,868 and \$343,036, respectively	245,098	243,729
Long-term marketable securities	480,025	495,852
Intangible assets, net	59,194	63,574
Goodwill	198,710	197,471
Other assets	44,985	43,311
Deferred income taxes	51,179	48,845
Total assets	\$ 2,149,620	\$ 2,076,126
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 39,835	\$ 36,101
Accrued expenses	83,998	94,705
Income taxes payable	16,389	990
Business acquisition liabilities	13,784	13,308
Deferred revenue	13,541	14,100
Total current liabilities	167,547	159,204
Business acquisition liabilities, net of current portion	52,486	54,950
Deferred income taxes	1,369	1,779
Other liabilities	13,398	13,820
Total liabilities	234,800	229,753
Equity:		
Class A common stock; \$0.001 par value. Authorized 500,000,000 shares; issued and outstanding 77,904,573 and 77,762,282 shares at March 31, 2023 and December 31, 2022, respectively	78	78
Class B common stock; \$0.001 par value. Authorized 275,000,000 shares; issued and outstanding 22,430,097 and 22,430,097 shares at March 31, 2023 and December 31, 2022, respectively	22	22
Additional paid-in capital	645,062	630,952
Accumulated other comprehensive income/(loss)	(19,422)	(24,630)
Retained earnings	1,289,080	1,239,951
Total equity	1,914,820	1,846,373
Total liabilities and equity	\$ 2,149,620	\$ 2,076,126

GLOBUS MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

<i>(In thousands)</i>	Three Months Ended	
	March 31,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 49,129	\$ 38,084
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,108	16,837
Amortization of premium (discount) on marketable securities	482	1,690
Write-down for excess and obsolete inventories, net	2,055	1,834
Stock-based compensation expense	8,953	8,152
Allowance for doubtful accounts	810	(728)
Change in fair value of business acquisition liabilities	(446)	(263)
Change in deferred income taxes	(3,979)	(2,994)
(Gain)/loss on disposal of assets, net	81	115
Payment of business acquisition related liabilities	(772)	(743)
(Increase)/decrease in:		
Accounts receivable	(9,861)	(1,614)
Inventories	(22,470)	(17,939)
Prepaid expenses and other assets	836	547
Increase/(decrease) in:		
Accounts payable	3,916	4,160
Accrued expenses and other liabilities	(9,969)	(15,428)
Income taxes payable/receivable	16,440	12,980
Net cash provided by/(used in) operating activities	53,313	44,690
Cash flows from investing activities:		
Purchases of marketable securities	(69,141)	(142,145)
Maturities of marketable securities	85,546	106,549
Sales of marketable securities	13,240	42,673
Purchases of property and equipment	(15,991)	(19,971)
Acquisition of businesses, net of cash acquired and purchases of intangible and other assets	(2,662)	(1,000)
Net cash provided by/(used in) investing activities	10,992	(13,894)
Cash flows from financing activities:		
Payment of business acquisition liabilities	(1,919)	(1,699)
Proceeds from exercise of stock options	4,859	7,746
Net cash provided by/(used in) financing activities	2,940	6,047
Effect of foreign exchange rates on cash	(26)	(123)
Net increase/(decrease) in cash and cash equivalents	67,219	36,720
Cash and cash equivalents at beginning of period	150,466	193,069
Cash and cash equivalents at end of period	\$ 217,685	\$ 229,789
Supplemental disclosures of cash flow information:		
Income taxes paid	\$ 1,724	\$ 572
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 6,493	\$ 4,105

Supplemental Financial Information

Net Sales by Product Category:

<i>(In thousands)</i>	Three Months Ended	
	March 31,	
	2023	2022
Musculoskeletal Solutions	\$ 251,607	\$ 217,402
Enabling Technologies	25,081	13,147
Total net sales	\$ 276,688	\$ 230,549

Liquidity and Capital Resources:

<i>(In thousands)</i>	March 31,	December 31,
	2023	2022
Cash and cash equivalents	\$ 217,685	\$ 150,466
Short-term marketable securities	286,685	295,592
Long-term marketable securities	480,025	495,852
Total cash, cash equivalents and marketable securities	\$ 984,395	\$ 941,910

The following tables reconcile GAAP to Non-GAAP financial measures.

Non-GAAP Adjusted EBITDA Reconciliation Table:

<i>(In thousands, except percentages)</i>	Three Months Ended	
	March 31,	
	2023	2022
Net income/(loss)	\$ 49,129	\$ 38,084
Interest (income)/expense, net	(6,497)	(2,543)
Provision for income taxes	14,060	10,814
Depreciation and amortization	18,109	16,837
EBITDA	74,801	63,192
Stock-based compensation expense	8,953	8,152
Provision for litigation	—	2,341
Acquisition related costs/licensing	1,375	657
Adjusted EBITDA	\$ 85,129	\$ 74,342
Net income/(loss) as a percentage of net sales	17.8%	16.5%
Adjusted EBITDA as a percentage of net sales	30.8%	32.2%

Non-GAAP Net Income Reconciliation Table:

<i>(In thousands)</i>	Three Months Ended	
	March 31,	
	2023	2022
Net income/(loss)	\$ 49,129	\$ 38,084
Provision for litigation	—	2,341
Amortization of intangibles	4,601	4,512
Acquisition related costs/licensing	1,375	657
Tax effect of adjusting items	(1,329)	(1,661)
Non-GAAP net income/(loss)	\$ 53,776	\$ 43,933

Non-GAAP Diluted Earnings Per Share Reconciliation Table:

<i>(In thousands)</i>	Three Months Ended	
	March 31,	
	2023	2022
Diluted earnings per share, as reported	\$ 0.48	\$ 0.37
Provision for litigation	—	0.02
Amortization of intangibles	0.05	0.04
Acquisition related costs/licensing	0.01	0.01
Tax effect of adjusting items	(0.01)	(0.02)
Non-GAAP diluted earnings per share	<u>\$ 0.53</u>	<u>\$ 0.42</u>

*amounts might not add due to rounding

Non-GAAP Free Cash Flow Reconciliation Table:

<i>(In thousands)</i>	Three Months Ended	
	March 31,	
	2023	2022
Net cash provided by operating activities	\$ 53,313	\$ 44,690
Purchases of property and equipment	(15,991)	(19,971)
Free cash flow	<u>\$ 37,322</u>	<u>\$ 24,719</u>

Non-GAAP Net Sales on a Constant Currency Basis Comparative Table:

<i>(In thousands, except percentages)</i>	Three Months Ended		Reported Net Sales Growth	Currency Impact on Current Period Net Sales	Constant Currency Net Sales Growth
	March 31,				
	2023	2022			
United States	\$ 234,120	\$ 196,403	19.2%	\$ —	19.2%
International	42,568	34,146	24.7%	(2,347)	31.5%
Total net sales	<u>\$ 276,688</u>	<u>\$ 230,549</u>	20.0%	<u>\$ (2,347)</u>	21.0%

Contact:

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