UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington D.C. 20549

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 8, 2022

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 \Box

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 November 8, 2022, we issued a press release reporting, among other things, our sales and operating results for the three-month period ended September 30, 2022. 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.

Exhibit No.	Description
99.1	<u>Press Release dated November 8, 2022</u>
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: November 8, 2022

/s/ KEITH PFEIL

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

Globus Medical Reports Third Quarter 2022 Results

AUDUBON, PA, November 8, 2022: Globus Medical, Inc. (NYSE: GMED), a leading musculoskeletal solutions company, today announced its financial results for the quarter ended September 30, 2022.

- Worldwide net sales were \$254.1 million, an increase of 10.6%, or 12.6% on a constant currency basis
- GAAP net income for the quarter was \$47.4 million
- GAAP diluted earnings per share ("EPS") was \$0.47 and non-GAAP diluted EPS was \$0.50 Non-GAAP adjusted EBITDA was \$82.8 million, or 32.6% of net sales •

"Our third quarter sales grew 12.6% on a constant currency basis, as we continue to make market share gains by providing industry leading innovative solutions in spine care," commented Dan Scavilla, President and CEO. "Our U.S. Spine business grew an impressive 9.0%, which is evidence of our ability to hold the share gains we've made in the past several years, while also continuing to take new share across the U.S. market. International Spine sales increased by 11.1% on an as-reported basis, and 24.8% on a constant currency basis as we continue to increase our brand recognition on the global healthcare stage. Enabling Technologies grew 19.0% to \$24.1 million, driven by continued robotic system demand and new interest in our Excelsius3D[™] imaging system. Globus Medical remains well positioned to continue providing innovative procedural solutions to help patients with musculoskeletal disorders.

Worldwide net sales for the third quarter of 2022 were \$254.1 million, an as-reported increase of 10.6% over the third quarter of 2021, and an increase of 12.6% on a constant currency basis. U.S. net sales for the third quarter of 2022 increased by 9.5% compared to the third quarter of 2021. International net sales increased by 17.7% over the third quarter of 2021 on an as-reported basis, and an increase of 31.8% on a constant currency basis.

GAAP net income for the third quarter of 2022 was \$47.4 million, an increase of 0.5% over the same period in the prior year. Diluted EPS for the third quarter was \$0.47, compared to \$0.45 for the third quarter of 2021. Non-GAAP diluted EPS for the third quarter of 2022 was in line with the same period in the prior year at \$0.50, and includes current period non-operating headwinds related to a higher effective tax rate and unfavorable currency fluctuations.

Net cash provided by operating activities was \$32.9 million, and non-GAAP free cash flow was \$20.9 million for the third quarter of 2022. The Company remains debt free.

2022 Annual Guidance

The Company today reaffirmed its full year 2022 guidance of \$1.025 billion in net sales and decreased full year 2022 guidance for non-GAAP diluted earnings per share to \$2.03 from \$2.10 to account for the impact of unfavorable currency fluctuations and a higher effective tax rate.

Conference Call Information

Globus Medical will hold a teleconference to discuss its third quarter 2022 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 https://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; severance, and information system conversion; and specific costs related to the consummation of the acquisition process research and development represents the expensing 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 September 30, 2022 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 September 30, 2022 and for other comparative periods, we also define the non-GAAP measure of free cash flow as the 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 compara

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, 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 Mor Septem			Nine Months Ended September 30,			
(In thousands, except per share amounts)		2022		2021		2022		2021
Net sales	\$	254,148	\$	229,721	\$	748,345	\$	708,081
Cost of goods sold		65,497		58,554		193,134		177,427
Gross profit		188,651		171,167		555,211		530,654
Operating expenses:								
Research and development		18,701		15,853		53,508		46,324
Selling, general and administrative		106,576		96,444		314,042		301,589
Provision for litigation				605		2,341		511
Amortization of intangibles		4,324		4,573		13,229		13,970
Acquisition related costs		(652)		363		(1,832)		14,507
Total operating expenses		128,949		117,838		381,288		376,901
Operating income/(loss)		59,702		53,329		173,923		153,753
Other income/(expense), net								
Interest income/(expense), net		3,899		2,105		8,918		7,358
Foreign currency transaction gain/(loss)		(2,210)		(898)		(3,708)		(969)
Other income/(expense)		74		(84)		1,770		437
Total other income/(expense), net		1,763		1,123		6,980		6,826
Income/(loss) before income taxes		61,465		54,452		180,903		160,579
Income tax provision		14,034		7,241		40,799	_	26,494
Net income/(loss)	<u>\$</u>	47,431	<u>\$</u>	47,211	<u>\$</u>	140,104	<u>\$</u>	134,085
Other comprehensive income/(loss), net of tax:								
Unrealized gain/(loss) on marketable securities		(4,380)		(991)		(18,239)		(3,431)
Foreign currency translation gain/(loss)		(2,478)		(491)		(7,215)		(3,578)
Total other comprehensive income/(loss), net of tax		(6,858)		(1,482)		(25,454)	-	(7,009)
Comprehensive income/(loss)	\$	40,573	\$	45,729	\$	114,650	\$	127,076
Earnings per share:								
Basic	\$	0.48	\$	0.47	\$	1.39	\$	1.33
Diluted	\$	0.47	\$	0.45	\$	1.36	\$	1.30
Weighted average shares outstanding:	φ		Ψ		Ψ		Ψ	
Basic		99,652		101,104		100,638		100,477
Diluted		101,417		104,418		102,789		103,430
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GLOBUS MEDICAL, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)

	Se	eptember 30,	December 31,		
(In thousands, except share and per share values)		2022		2021	
ASSETS					
Current assets:					
Cash and cash equivalents	\$	134,223	\$	193,069	
Short-term marketable securities		271,063		250,378	
Accounts receivable, net of allowances of \$4,284 and \$4,962, respectively		206,307		164,436	
Inventories		282,408		237,001	
Prepaid expenses and other current assets		23,803		18,417	
Income taxes receivable		2,197		1,215	
Total current assets		920,001		864,516	
Property and equipment, net of accumulated depreciation of \$332,917 and \$305,575, respectively		236,342		221,076	
Long-term marketable securities		503,965		562,475	
Intangible assets, net		54,057		68,660	
Goodwill		181,774		179,708	
Other assets		35,654		36,334	
Deferred income taxes		44,719		24,494	
Total assets	\$	1,976,512	\$	1,957,263	
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable	\$	31,971	\$	21,955	
Accrued expenses		88,361		91,168	
Income taxes payable		1,308		1,046	
Business acquisition liabilities		11,329		11,770	
Deferred revenue		12,286		12,025	
Payable to broker				2,200	
Total current liabilities		145,255		140,164	
Business acquisition liabilities, net of current portion		52,965		58,755	
Deferred income taxes		1,578		4,314	
Other liabilities		12,603		12,642	
Total liabilities		212,401		215,875	
Equity:					
Class A common stock; \$0.001 par value. Authorized 500,000,000 shares; issued and outstanding 77,401,459 and 79,113,916 shares at September 30, 2022 and December 31, 2021, respectively		77		79	
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 September 30, 2022 and December 31, 2021, respectively		22		22	
Additional paid-in capital		606,352		553,787	
Accumulated other comprehensive income/(loss)		(32,226)		(6,772)	
Retained earnings		1,189,886		1,194,272	
Total equity		1,764,111		1,741,388	
Total liabilities and equity	\$	1,976,512	\$	1,957,263	
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GLOBUS MEDICAL, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

(In thousands) Cash flows from operating activities: Net income	2022		
			2021
Net income			
	\$ 140,104	\$	134,085
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	51,342		53,038
Amortization of premium (discount) on marketable securities	4,440	5	1,763
Write-down for excess and obsolete inventories, net	5,890)	5,570
Stock-based compensation expense	24,303	;	22,781
Allowance for doubtful accounts	(396)	883
Change in fair value of business acquisition liabilities	(2,043)	14,336
Change in deferred income taxes	(17,014)	(3,131)
(Gain)/loss on disposal of assets, net	241		383
Payment of business acquisition related liabilities	(2,021)	
(Increase)/decrease in:			
Accounts receivable	(46,200)	(19,928)
Inventories	(48,650)	(9,161)
Prepaid expenses and other assets	(6,866)	(794)
Increase/(decrease) in:			
Accounts payable	10,407	7	2,521
Accrued expenses and other liabilities	1,660)	7,500
Income taxes payable/receivable	(710)	(9,825)
Net cash provided by/(used in) operating activities	114,493	;	200,021
Cash flows from investing activities:		_	
Purchases of marketable securities	(322,100)	(347,057)
Maturities of marketable securities	239,120	5	171,886
Sales of marketable securities	89,978	}	82,882
Purchases of property and equipment	(55,707)	(39,853)
Acquisition of businesses, net of cash acquired and purchases of intangible and other assets	(1,175)	_
Net cash provided by/(used in) investing activities	(49,878	5) <u> </u>	(132,142)
Cash flows from financing activities:			
Payment of business acquisition liabilities	(5,288	5)	(4,763)
Proceeds from exercise of stock options	26,228	3	59,933
Repurchase of common stock	(144,493)	
Net cash provided by/(used in) financing activities	(123,553		55,170
Effect of foreign exchange rates on cash	92		(570)
Net increase/(decrease) in cash and cash equivalents	(58,846	<u>)</u>	122,479
Cash and cash equivalents at beginning of period	193,069		239,397
Cash and cash equivalents at end of period	\$ 134,223	\$	361,876
Supplemental disclosures of cash flow information:	· ·		
Income taxes paid	\$ 58,301	\$	39,450
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 5,341	Ψ	3,491

Supplemental Financial Information

Net Sales by Product Category:

	Three Months Ended September 30,					Ended 30,		
(In thousands)		2022		2021		2022		2021
Musculoskeletal Solutions	\$	230,060	\$	209,478	\$	681,704	\$	652,157
Enabling Technologies		24,088		20,243		66,641		55,924
Total net sales	\$	254,148	\$	229,721	\$	748,345	\$	708,081

Liquidity and Capital Resources:

(In thousands)	Se	ptember 30, 2022	D	ecember 31, 2021
Cash and cash equivalents	\$	134,223	\$	193,069
Short-term marketable securities		271,063		250,378
Long-term marketable securities		503,965		562,475
Total cash, cash equivalents and marketable securities	\$	909,251	\$	1,005,922

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

Non-GAAP Adjusted EBITDA Reconciliation Table:

	Three Mor Septem		Nine Months Ended September 30,			
(In thousands, except percentages)	 2022	2021	 2022		2021	
Net income/(loss)	\$ 47,431	\$ 47,211	\$ 140,104	\$	134,085	
Interest (income)/expense, net	(3,899)	(2,105)	(8,918)		(7,358)	
Provision for income taxes	14,034	7,241	40,799		26,494	
Depreciation and amortization	17,578	16,751	51,342		53,038	
EBITDA	 75,144	69,098	 223,327		206,259	
Stock-based compensation expense	8,314	7,451	24,303		22,781	
Provision for litigation		605	2,341		511	
Acquisition related costs/licensing	(652)	1,181	(938)		16,688	
Adjusted EBITDA	\$ 82,806	\$ 78,335	\$ 249,033	\$	246,239	
Net income/(loss) as a percentage of net sales	18.7%	20.6%	18.7%		18.9%	
Adjusted EBITDA as a percentage of net sales	32.6%	34.1%	33.3%		34.8%	

Non-GAAP Net Income Reconciliation Table:

	Three Months Ended September 30,						Nine Months Ended September 30,			
(In thousands)		2022		2021		2022		2021		
Net income/(loss)	\$	47,431	\$	47,211	\$	140,104	\$	134,085		
Provision for litigation				605		2,341		511		
Amortization of intangibles		4,324		4,573		13,229		13,970		
Acquisition related costs/licensing		(652)		1,181		(938)		16,688		
Tax effect of adjusting items		(839)		(846)		(3,280)		(4,906)		
Non-GAAP net income/(loss)	\$	50,264	\$	52,724	\$	151,456	\$	160,348		

Non-GAAP Diluted Earnings Per Share Reconciliation Table:

	 Three Months September	Nine Months Ended September 30,			
(In thousands)	 2022	2021		2022	2021
Diluted earnings per share, as reported	\$ 0.47 \$	0.45	\$	1.36	\$ 1.30
Provision for litigation	_			0.02	_
Amortization of intangibles	0.04	0.05		0.13	0.14
Acquisition related costs/licensing	(0.01)	0.01		(0.01)	0.16
Tax effect of adjusting items	(0.01)	(0.01)		(0.03)	(0.05)
Non-GAAP diluted earnings per share *amounts might not add due to rounding	\$ 0.50 \$	0.50	\$	1.47	\$ 1.55

Non-GAAP Free Cash Flow Reconciliation Table:

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In thousands)		2022		2021	 2022		2021	
Net cash provided by operating activities	\$	32,920	\$	77,262	\$ 114,493	\$	200,021	
Purchases of property and equipment		(11,983)		(17,795)	(55,707)		(39,853)	
Free cash flow	\$	20,937	\$	59,467	\$ 58,786	\$	160,168	

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

	Three Mo Septen			Reported Net Sales	Constant Currency Net Sales		
(In thousands, except percentages)	2022 2021		Growth	Perio	od Net Sales	Growth	
United States	\$ 217,024	\$	198,172	9.5%	\$	_	9.5%
International	37,124		31,549	17.7%		(4,445)	31.8%
Total net sales	\$ 254,148	\$	229,721	10.6%	\$	(4,445)	12.6%

	Nine Months Ended September 30,						Currency mpact on Current	Constant Currency Net Sales
(In thousands, except percentages)		2022 2021		2021	Growth	Peri	od Net Sales	Growth
United States	\$	638,707	\$	606,608	5.3%	\$	_	5.3%
International		109,638		101,473	8.0%		(9,283)	17.2%
Total net sales	\$	748,345	\$	708,081	5.7%	\$	(9,283)	7.0%

Contact: Brian Kearns Senior Vice President, Business Development and Investor Relations Phone: (610) 930-1800 Email: <u>investors@globusmedical.com</u> www.globusmedical.com