

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): December 13, 2019

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
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2019, Kurt C. Wheeler notified the Board of Directors (the “Board”) of Globus Medical, Inc. (the “Company”) of his resignation from the Board. He served on the Board for 12 years and his decision to resign was not due to any disagreement on any matter relating to the Company’s operations, policies, or practices.

On December 11, 2019 the Board appointed Robert A. Douglas to serve as a member of the Board with a term expiring at the Company’s annual meeting in 2020 to fill the vacancy created by the resignation of Mr. Wheeler. The Board also appointed Mr. Douglas as a member of the Audit Committee of the Board. The Board affirmatively determined that Mr. Douglas meets the definition of an “independent director” for purposes of serving on an audit committee under New York Stock Exchange Rule 303A.07 and that Mr. Douglas is an “audit committee financial expert.” There are no arrangements or understandings between Mr. Douglas and any other person pursuant to which Mr. Douglas was appointed to serve on the Board. Mr. Douglas has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Pursuant to the Company’s standard compensation package for non-employee directors, Mr. Douglas will receive an annual retainer of \$57,500 for his services as a director and \$10,000 per year for serving on the Audit Committee. He will also be awarded an option to purchase up to 25,000 shares of the Company’s common stock at an exercise price of \$56.89, which price equals the Company’s closing stock price on December 11, 2019. The option will vest over a four-year period with one-fourth (1/4) of the option vesting on December 11, 2020, the first anniversary of the vesting commencement date, and the balance of the option will vest ratably on a monthly basis over the following 36 months.

In accordance with the Company’s customary practice, the Company entered into an indemnification agreement with Mr. Douglas in substantially the form filed as an exhibit to the Company’s Registration Statement for Form S-1/A filed with the Securities and Exchange Commission on May 8, 2012.

Item 8.01 Other Events.

On December 13, 2019, the Company issued a press release announcing the appointment of Mr. Douglas to its Board. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Globus Medical, Inc. dated December 13, 2019
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: December 13, 2019

/s/ KEITH PFEIL

Keith Pfeil
Senior Vice President
Chief Financial Officer

Globus Medical Announces Board of Director Addition and Departure

AUDUBON, PA, December 13, 2019: Globus Medical, Inc. (NYSE:GMED), a leading musculoskeletal solutions company, today announced the appointment of Robert Douglas to the Company's Board of Directors, and the departure of Board member Kurt Wheeler, effective December 11, 2019. Mr. Wheeler has assumed a role that precludes him from serving on public company Boards.

Mr. Douglas has nearly thirty years of experience in medical device technology, with particular expertise in digital health. Currently Mr. Douglas serves as the President and Chief Operating Officer in the Office of the CEO for ResMed, Inc. (NYSE:RMD, ASX:RMD), a medical device and software applications company specializing in cloud-connected devices that diagnose, treat and manage respiratory disorders and improve care in out-of-hospital settings. Mr. Douglas has been a leader at ResMed for over 18 years and has extensive experience managing large international markets. "Rob's knowledge of the digital health industry and global markets is well suited to support Globus' mission and our continued expansion in medical device technology", said Dave Demski, CEO.

Mr. Douglas will replace Kurt Wheeler who departed the Globus Board of Directors this week. Mr. Wheeler has served on the Company's Board since July 2007. "Kurt has been our Lead Director and an invaluable member of our Board for over twelve years. His leadership, industry knowledge and trusted advice have contributed to the success of Globus for many years, and we wish him well in his future endeavors", said David Paul, Executive Chairman.

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.

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, 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 successfully integrate the international operations acquired from Alphatec, both in general and on our anticipated timeline, our ability to transition Alphatec's international customers to Globus products, our ability to realize the expected benefits to our results from the Alphatec acquisition, 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 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 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.

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