

**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): March 3, 2022

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-35547
(Commission File Number)

36-4392754
(IRS Employer Identification No.)

222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (800) 334-8534

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.01 per share	MDRX	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company 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 7.01 Regulation FD Disclosure.

On March 3, 2022, the Company will conduct an investor conference call to discuss the planned sale of the net assets of its Hospitals & Large Physician Practices business segment to N. Harris Computer Corporation, a wholly-owned subsidiary of Constellation Software Inc. and to provide an updated outlook for 2022. A copy of the Company's presentation is furnished as Exhibit 99.1. The Company intends to use this presentation at other investor conferences.

The information furnished pursuant to this item 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.**

Exhibit Number	Exhibit Description
99.1	Copy of Allscripts Healthcare Solutions, Inc. presentation slides
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.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Date: March 3, 2022

By: /s/ Eric Jacobson
Eric Jacobson
Senior Vice President and Corporate Secretary

Allscripts Healthcare Solutions

Investor Update, March 3, 2022



Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including the preliminary financial information included in this presentation, are based on the current beliefs and expectations of Allscripts management, only speak as of the date that they are made and are subject to significant risks and uncertainties. Such statements can be identified by the use of words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Actual results could differ significantly from those set forth in the forward-looking statements and reported results should not be considered an indication of future performance. Certain factors that could cause Allscripts actual results to differ materially from those described in the forward-looking statements include, but are not limited to: the timing or ultimate completion of the sale of our Hospital & Large Physician Practices Business; our use of the proceeds from the sale of our Hospital & Large Physician Practices Business; our ability to achieve the margin targets associated with our margin improvement initiatives within the contemplated time periods, if at all; risks relevant to our share repurchase program, such as general market conditions, fluctuations in the price of our common stock or changes in our liquidity or capital allocation strategies; security breaches resulting in unauthorized access to our or our clients' computer systems or data, including denial-of-services, ransomware or other Internet-based attacks; the failure by Practice Fusion to comply with the terms of the settlement agreements with the U.S. Department of Justice (the "DOJ"); the costs and burdens of compliance by Practice Fusion with the terms of its settlement agreements with the DOJ; additional investigations and proceedings from governmental entities or third parties other than the DOJ related to the same or similar conduct underlying the DOJ's investigations into Practice Fusion's business practices; our ability to recover from third parties (including insurers) any amounts paid in connection with Practice Fusion's settlement agreements with the DOJ and related inquiries; the expected financial results of businesses acquired by us; the successful integration of businesses acquired by us; the anticipated and unanticipated expenses and liabilities related to businesses acquired by us, including the civil investigation by the U.S. Attorney's Office involving our Enterprise Information Solutions business; our failure to compete successfully; consolidation in our industry; current and future laws, regulations and industry initiatives; increased government involvement in our industry; the failure of markets in which we operate to develop as quickly as expected; our or our customers' failure to see the benefits of government programs; changes in interoperability or other regulatory standards; our ability to maintain and expand our business with existing clients or effectively transition clients to newer products; the effects of the realignment of our sales, services and support organizations; market acceptance of our products and services; the unpredictability of the sales and implementation cycles for our products and services; our ability to manage future growth; our ability to introduce new products and services; our ability to establish and maintain strategic relationships; risks associated with investments and acquisitions; the performance of our products; our ability to protect our intellectual property rights; the outcome of legal proceedings involving us; our ability to hire, retain and motivate key personnel; performance by our content and service providers; liability for use of content; price reductions; our ability to license and integrate third-party technologies; risks related to global operations; variability of our quarterly operating results; risks related to our outstanding indebtedness; changes in tax rates or laws; business disruptions; our ability to maintain proper and effective internal controls; and asset and long-term investment impairment charges. . Additional information about these and other risks, uncertainties, and factors affecting Allscripts business is contained in Allscripts filings with the Securities and Exchange Commission, including under the caption "Risk Factors" in the most recent Allscripts Annual Report on Form 10-K. Allscripts does not undertake to update forward-looking statements to reflect changed assumptions, the impact of circumstances or events that may arise after the date of the forward-looking statements, or other changes in its business, financial condition or operating results over time.

Announcement

- Yesterday we announced that we have reached agreement to sell the net assets of our Hospitals & Large Physician Practices business segment to Harris Health, a subsidiary of Constellation Software Inc. (TSE: CSU)
- The Hospitals & Large Physician Practices business segment includes the Company's Sunrise, Paragon, Touchworks, Opal, dbMotion, STAR and Healthquest solutions.
- The transaction does not include any of the assets from the Veradigm business segment
- Purchase consideration of up to \$700M, consisting of a fixed price of \$670M paid at closing plus contingent consideration up to \$30M based on revenue performance from business segment during the two years following transaction closing

Why We Entered Into This Transaction

- **Increasing Divergence in Momentum Between Our Business Segments**
 - Hospitals and Large Physician Practices Segment expected to shrink for the 3rd year in a row in 2022
 - Veradigm Segment growing 6-7% organically with strong competitive positioning
 - Increasingly difficult to manage effectively under one corporate structure with shared services functions
- **Focus**
 - Both business segments operate in intensely competitive markets and require flawless execution to deliver value
 - Separation allows for enhanced focus on priorities and enhanced accountability for results
- **Unlock Value**
 - Have persistently traded at a discount to peers
 - Another step in two-year journey separating the pieces of the Company toward maximizing value of the whole
 - Strategic Optionality enhanced

Business Segment Performance

- Through 12/31/21 TTM revenue for the business segment was \$928M and TTM adjusted EBITDA was \$145M (see earnings press release filed 2/24/22 for reconciliation of reported adjusted EBITDA)
- Management expectations for the business segment in 2022:
 - revenue for the business segment to be down approximately 3-4% year-over-year;
 - adjusted EBITDA to be down approximately 10-15% year-over-year;
 - estimated to generate approximately \$50-60M in free cash flow

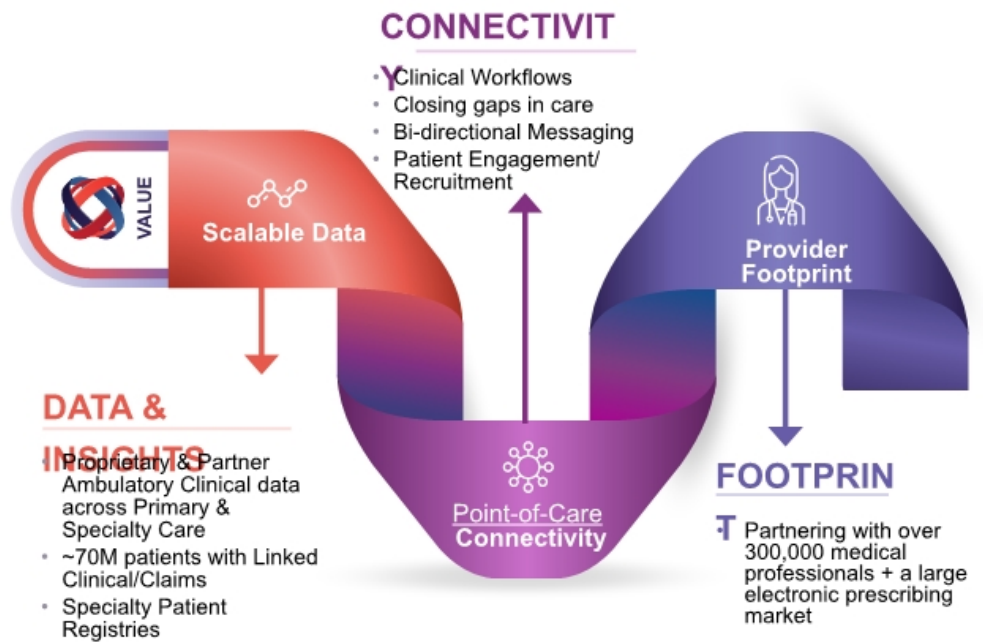
Use of Proceeds

- Net of deal related transaction costs, after-tax proceeds are expected to approximate \$600 million
- Proceeds will be used to support continued share repurchases, as well as strategic M&A for the remaining Veradigm business

Veradigm Refresher

Veradigm Value Drivers

Uniquely positioned to drive improved outcomes at lower costs



Veradigm Footprint Provides Sustainable Advantage

By the Numbers

331,000

PHYSICIANS
AGGREGATED,
COVERING SPECIALTIES
IN ALL 50 STATES

180,000,000

PATIENTS RECORDS
WITH REAL-TIME
FEEDS

1+ Billion

PRESCRIPTIONS

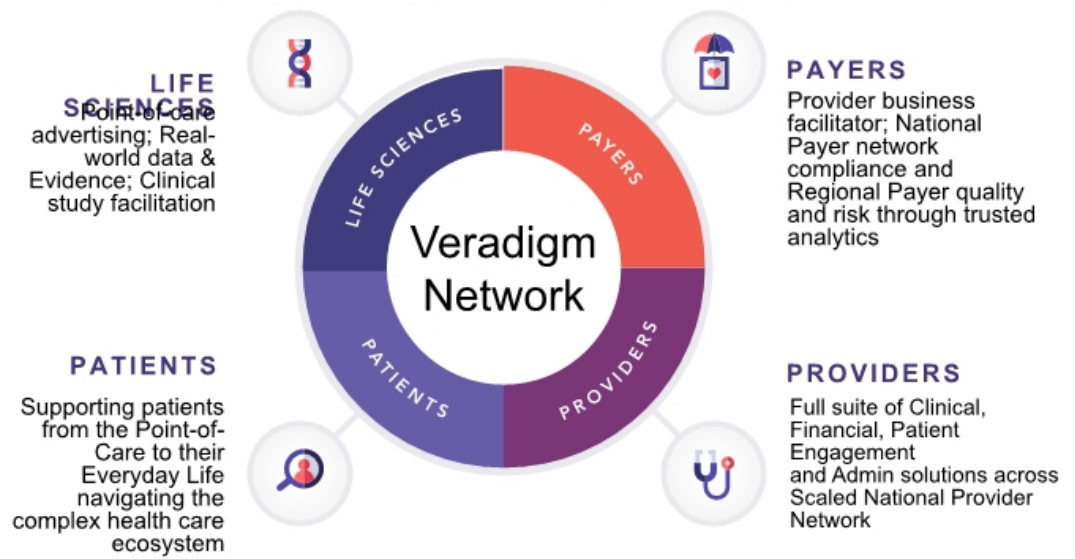
70,000,000+

LINKED EHR CLAIMS
(PATIENTS)

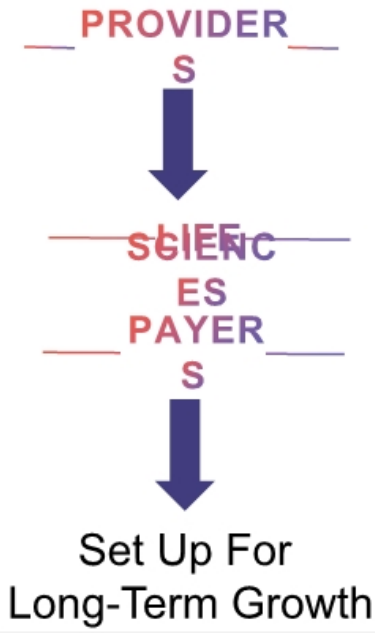
5+ billion

LAB
RESULTS

**Value-Based Care Driving Market Convergence
= Increased Value of Veradigm Footprint**



Bringing An Unmatched Provider Base to Large Market Opportunities Across Payer & Life Sciences



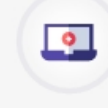
Diversified customer base across healthcare ecosystem



BIOPHARM A



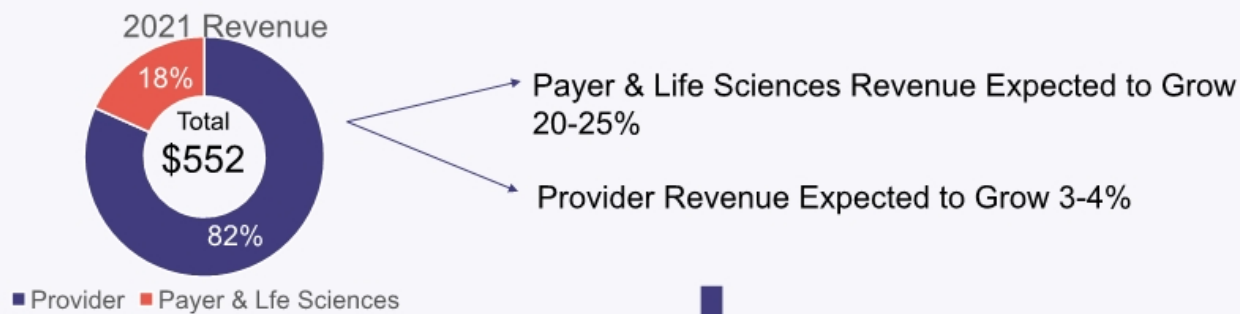
HEALTH PLANS AND PAYERS



HCIT



Veradigm Financial Profile



- ❖ Overall Revenue expected to grow 6-7% in 2022
- ❖ Gross Margin of 51% and Adjusted EBITDA margin of 27% in 2021 both expected to expand in 2022

Revised Outlook for 2022

Outlook and Timing

- As a result of the transaction, we are withdrawing the guidance we provided in our February 24, 2022 Outlook and replacing it with the following:
 - We expect Veradigm revenue to grow year-over-year in a range of 6% to 7%
 - We expect Veradigm adjusted EBITDA to grow year-over-year in a range of 10% to 15%
 - We expect free cash flow from continuing operations to be in a range of \$110 million to \$120 million
- Transaction is subject to HSR review and customary closing conditions but is expected to close in the 2nd quarter of 2022

