

**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): January 01, 2023**

**VERADIGM 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**  
**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60654**  
(Zip Code)

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

**Allscripts Healthcare Solutions, Inc.**  
(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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	MDRX	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

#### *Corporate Name Change to Veradigm Inc.*

Effective January 1, 2023, Allscripts Healthcare Solutions, Inc. amended its Fifth Amended and Restated Certificate of Incorporation to change its name to “Veradigm Inc.” (the “Company”). Stockholder approval of the name change was not required pursuant to Section 242(b) of the General Corporation Law of the State of Delaware. The By-Laws of the Company, as amended and restated on August 18, 2015, have similarly been amended to reflect the name change, also effective on January 1, 2023. The Company’s common stock will continue to trade on The Nasdaq Stock Market LLC (Nasdaq Global Select Market) under the symbol “MDRX”, and its CUSIP number will not change.

Copies of the Certificate of Amendment of Fifth Amended and Restated Certificate of Incorporation of Allscripts Healthcare Solutions, Inc., as filed with the Secretary of State of the State of Delaware, and the First Amendment to By-Laws of Allscripts Healthcare Solutions, Inc., as amended and restated on August 18, 2015, are attached hereto as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

### **Item 7.01 Regulation FD Disclosure.**

On January 3, 2023, the Company issued a press release regarding the Company’s name change. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 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.**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
3.1	<a href="#"><u>Certificate of Amendment of Fifth Amended and Restated Certificate of Incorporation of Allscripts Healthcare Solutions, Inc.</u></a>
3.2	<a href="#"><u>First Amendment to By-Laws of Allscripts Healthcare Solutions, Inc., as amended and restated on August 18, 2015</u></a>
99.1	<a href="#"><u>Press release issued by Veradigm Inc. on January 3, 2023</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**VERADIGM INC.**

Date: January 3, 2023

By: /s/ Eric Jacobson

Eric Jacobson

Senior Vice President, Deputy General Counsel and Corporate Secretary

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CERTIFICATE OF AMENDMENT  
OF  
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of the Corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable, and approving and adopting, the following amendment to the Fifth Amended and Restated Certificate of Incorporation of the Corporation:

**NOW, THEREFORE, BE IT RESOLVED,** that Article First of the Fifth Amended and Restated Certificate of Incorporation of the Corporation be amended and replaced in its entirety to read as follows:

“FIRST: The name of the corporation is VERADIGM INC. (the “Corporation”).”

**SECOND:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

**THIRD:** That this Certificate of Amendment of the Fifth Amended and Restated Certificate of Incorporation shall be effective on January 1, 2023.

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2022. **IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed on this 20<sup>th</sup> day of December,

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.**

By: /s/ Eric Jacobson  
Name: Eric Jacobson  
Title: Authorized Signatory

Signature Page to Certificate of Amendment (Allscripts Healthcare Solutions, Inc.)

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FIRST AMENDMENT TO

BY-LAWS

OF

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.  
(A DELAWARE CORPORATION),

AS AMENDED AND RESTATED ON AUGUST 18, 2015

This First Amendment (this “**Amendment**”) to the By-Laws, as amended and restated on August 18, 2015 (the “**By-Laws**”), of Allscripts Healthcare Solutions, Inc., a Delaware corporation (the “**Corporation**”), is made as of January 1, 2023 in accordance with Article Ninth of the Fifth Amended and Restated Certificate of Incorporation of the Corporation, Article VIII of the By-Laws and Section 109(a) of the General Corporation Law of the State of Delaware. Unless otherwise defined herein, capitalized terms used herein shall have the respective meanings set forth in the By-Laws.

The By-Laws are hereby amended as follows:

All references in the By-Laws to “Allscripts Healthcare Solutions, Inc.” shall be replaced with references to “Veradigm Inc.”

Except as expressly set forth in this Amendment, the provisions of the By-Laws shall remain unchanged. In the event of an inconsistency between this Amendment and the By-Laws, the provisions of this Amendment shall control.

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the date set forth above.

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.**

By: /s/ Eric Jacobson  
Name: Eric Jacobson  
Title: Authorized Signatory

Signature Page to Amendment to By-Laws of Allscripts Healthcare Solutions, Inc.

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## Allscripts Announces Corporate Name Change to Veradigm Inc.

**CHICAGO – JANUARY 3, 2023** – Allscripts Healthcare Solutions, Inc. announced today that, effective January 1, 2023, it has changed its name to Veradigm Inc. (NASDAQ: MDRX). Allscripts had been transitioning its solutions to the Veradigm brand during 2022, and Allscripts will now formally be known as Veradigm.

The US healthcare ecosystem – including healthcare providers, biopharma, payers, and the government – is converging around the shared goal of delivering a higher quality of patient care, more economically. Transitioning away from disconnected, dysfunctional, disparate systems, healthcare stakeholders are being driven toward interoperable, open, and connected solutions. In the new healthcare landscape, community-based, diverse data derived from the point of patient care can be translated into actionable insights, driving measurable value, and supporting a higher quality of care.

Veradigm connects over 300,000 US healthcare providers via the Veradigm Network, helping to facilitate the transition to value-based care, while representing over 170 million patients. Through its significant healthcare provider base, the Veradigm Network provides life science and health plan organizations unique access to de-identified patient data, provider connectivity and analytics at scale.

After more than two years of streamlining its corporate portfolio, all remaining Allscripts assets including electronic health records, practice management systems, and patient communication platforms are now integrated into the Veradigm Network, providing the connectivity needed to realize the vision of improved patient outcomes achieved more economically.

“Some healthcare technology companies deliver clinical data for biopharma and health plans, some help turn that data into insights, others serve healthcare providers directly by providing point-of-care clinical software and patient outreach platforms, Veradigm does it all,” said Rick Poulton, Veradigm Chief Executive Officer. “As our markets continue to evolve, completing our brand transition to Veradigm represents a capstone on our own evolution as a company. We are well-positioned to drive growth and serve each market where we compete.”

### **About Veradigm®**

Veradigm is a healthcare technology company that drives value through its unique combination of platforms, data, expertise, connectivity, and scale. The Veradigm Network features a dynamic community of solutions and partners providing advanced insights, technology, and data-driven solutions, all working together to transform healthcare insightfully. For more information on Veradigm, visit [www.veradigm.com](http://www.veradigm.com), or find Veradigm on LinkedIn, Facebook, Twitter, and YouTube

### **For more information contact:**

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## Forward Looking Statements

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our 2023 outlook, our profitability initiatives, our strategic priorities and our client outcomes. These forward-looking statements are based on the current beliefs and expectations of Veradigm 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,” “look forward,” “pipeline” 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 or events.*

*Certain factors that could cause our actual results to differ materially from those described in the forward-looking statements include, but are not limited to: our ability to achieve the margin targets associated with our margin improvement initiatives within the contemplated time periods, if at all; the magnitude, severity, duration and impacts of the COVID-19 pandemic, along with the impacts of our responses and the responses by governments and other businesses to the pandemic, on our business, our employees, our clients and our suppliers; 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; other risks associated with investments and acquisitions; risks associated with disposition of the Hospitals and Large Physicians Practices 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 our business is contained in our filings with the Securities and Exchange Commission, including under the caption “Risk Factors” in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Qs. We do 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 our business, financial condition or operating results over time.*

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