

**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): June 13, 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**

(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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 7.01 Regulation FD Disclosure.**

On June 13, 2023, the Company issued a press release announcing that Nasdaq has accepted the Company's plan to regain compliance with Nasdaq Listing Rule 5250(c)(1) and providing an update regarding the timing of the filing of its Annual Report on Form 10-K for the year ended December 31, 2022, and Quarterly Report on Form 10-Q for the quarter ended March 31, 2023. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
99.1	<a href="#">Press release issued by Veradigm Inc. on June 13, 2023</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: June 13, 2023

By: /s/ Leah S. Jones

Leah S. Jones  
Chief Financial Officer

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## Veradigm Inc. Receives Approval from Nasdaq of Plan to Regain Listing Compliance

CHICAGO – JUNE 13, 2023 –Veradigm Inc. (Nasdaq: MDRX) announced today that Nasdaq has accepted the Company's plan to regain compliance with Nasdaq Listing Rule 5250(c)(1) and granted the Company an exception until September 18, 2023 to file its Annual Report on Form 10-K for the year ended December 31, 2022 (the "Form 10-K") and Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (the "Form 10-Q").

The Company received notice from Nasdaq on March 20, 2023, that it was not in compliance with Nasdaq Listing Rule 5250(c)(1) because the Company had not timely filed its Form 10-K, and on May 18, 2023, the Company received an additional notice related to the delay in filing its Form 10-Q.

As previously disclosed, the Company has been unable to file its Form 10-K and the Form 10-Q because of internal control failures that primarily stem from accounting processes and a software tool implemented by the Company in order to comply with the requirements of FASB's rule ASC 606. The Company also previously disclosed that it expected to restate previously reported results for 2021 and 2022, and the cumulative impact was expected to be a reduction of revenue from continuing operations of approximately \$40 million across the two years, and that the Company planned to file its Form 10-K on or around June 14, 2023.

With the assistance of its external advisors, the Company's comprehensive review has concluded on the nature and extent of the accounting and internal control errors impacting the reporting periods through the end of 2022 and continues to believe the cumulative impact across these reporting periods will be a reduction of revenue from continuing operations of approximately \$40 million dollars. However, a portion of this impact is expected to relate to 2020, and thus the impact to any single calendar year is now anticipated to be lower than previously expected.

The work effort to conclude on the nature and the extent of the accounting and internal control errors, and the estimates on what periods the errors impact has taken longer than previously expected, and the Company's independent auditors need more time to complete their audit procedures. As such, the Company will not file its Form 10-K on or around June 14, 2023. The Company currently expects to file its Form 10-K and Form 10-Q on or prior to Nasdaq's September 18, 2023, deadline.

### 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 <http://www.veradigm.com>, or find Veradigm on LinkedIn, Facebook, Twitter, and YouTube.

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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. These forward-looking statements include, but are not limited to, statements regarding the Company's beliefs and expectations relating to the filing of the Form 10-K and Form 10-Q, the results of the ongoing review and the estimated amount of the misstatement. These forward-looking statements are based on the current beliefs and expectations of the Company's management with respect to future events, 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," "continue," "can," "may," "look forward," "aim," and similar terms, although not all forward-looking statements contain such words or expressions. Actual results could differ significantly from those set forth in the forward-looking statements.

Important factors that may cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, a further delay in the Company's financial reporting, which would result in Nasdaq issuing a notice of delisting, the possibility that the ongoing review may identify additional errors or control deficiencies in the Company's accounting practices or other unanticipated factors occur that could cause further delay, the likelihood that the control deficiencies identified or that may be identified in the future will result in additional material weaknesses in the Company's internal control over financial reporting, and other factors contained in the "Risk Factors" section and elsewhere in the Company's filings with the SEC from time to time, including, but not limited to, its Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. The Company does not undertake to update any 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 over time, except as required by law.

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