

**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 31, 2024

Bioventus Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37844
(Commission
File Number)

81-0980861
(IRS Employer
Identification Number)

**4721 Emperor Boulevard, Suite 100
Durham, North Carolina 27703**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (919) 474-6700
N/A

(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
Class A common Stock, \$0.001 par value per share	BVS	The 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 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed in a Current Report on Form 8-K filed by Bioventus Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on October 4, 2024 (the “Initial Form 8-K”), Bioventus LLC, a Delaware limited liability company (“BV LLC”) and a subsidiary of the Company, together with two of BV LLC’s subsidiaries, Bioness Inc., a Delaware corporation (“Bioness”), and Bioventus Cooperatief, U.A., a company organized under the laws of the Netherlands (“Bioventus NL”, and together with Bioventus and Bioness, collectively, the “Sellers.”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”) with Rehab Acquisition Corporation, III (now known as Bioness Medical, Inc.), a Delaware corporation (the “Buyer”) on September 30, 2024, pursuant to which the Buyer agreed to (i) purchase from the Sellers all of the issued and outstanding ordinary shares of Bioness Neuromodulation Ltd., a wholly-owned subsidiary of Bioness, (ii) acquire all assets relating to the Sellers’ business of developing, manufacturing, marketing and distributing the Rehab Products (as defined in the Purchase Agreement) (collectively, the “Business”), (iii) assume certain liabilities related to the Business as set forth in the Purchase Agreement and (iv) pay the Final Closing Purchase Price and any Earnout Amounts (each, as defined in the Purchase Agreement), in each case, upon the terms and subject to the conditions set forth in the Purchase Agreement (collectively, the “Transaction”).

On December 31, 2024, the Transaction closed (the “Closing”) and the Sellers received a cash payment of \$25.0 million subject to customary post-closing adjustments for working capital. The Sellers will also be entitled to receive, subject to the terms and conditions described in the Purchase Agreement, up to an aggregate of \$20.0 million in cash earn-out payments based on the achievement of certain revenue and EBITDA thresholds by the Buyer as further described in the Purchase Agreement during the 2025 and 2026 fiscal years.

The foregoing description of the Purchase Agreement and the Transaction does not purport to be complete and is qualified in its entirety to the full text of the Purchase Agreement, a copy of which is attached as Exhibit 2.1 to the Initial Form 8-K.

Item 8.01. Other Events.

On January 2, 2025, the Company issued a press release announcing the Closing. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated January 2, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

BIOVENTUS INC.

Date: January 3, 2025

By: /s/ Anthony D’Adamio

Anthony D’Adamio
Senior Vice President and General Counsel



Bioventus Completes Divestiture of its Advanced Rehabilitation Business to Accelmed Partners

January 2, 2025

DURHAM, N.C., Jan. 02, 2025 (GLOBE NEWSWIRE) -- Bioventus Inc. (Nasdaq: BVS) ("Bioventus" or the "Company"), a global leader in innovations for active healing, announced today that it has successfully completed the divestiture of its Advanced Rehabilitation business to Accelmed Partners ("Accelmed"), a private equity firm focused on acquiring and growing commercial-stage HealthTech companies. The transaction, announced on October 1, 2024, enables Bioventus to continue improving its focus and execution within the Company's core businesses, while also delivering approximately \$20 million of net closing proceeds to enhance liquidity.

About Bioventus

Bioventus delivers clinically proven, cost-effective products that help people heal quickly and safely. Its mission is to make a difference by helping patients resume and enjoy active lives. The Innovations for Active Healing from Bioventus include offerings for Pain Treatments, Restorative Therapies and Surgical Solutions. Built on a commitment to high quality standards, evidence-based medicine and strong ethical behavior, Bioventus is a trusted partner for physicians worldwide. For more information, visit www.bioventus.com, and follow the Company on [LinkedIn](#) and [Twitter](#). Bioventus and the Bioventus logo are registered trademarks of Bioventus LLC.

About Accelmed Partners

Accelmed is a U.S.-based private equity firm focused on acquiring and investing in U.S. commercial stage, lower middle market HealthTech companies. Since 2009, Accelmed has deployed over \$500 million into companies spanning medical devices, diagnostics, digital health and technology-enabled healthcare services. Accelmed seeks to accelerate value and scale innovation across the HealthTech field by bringing to bear the team's industry experience, operational and financial expertise, and strong global relationships. For more information, please visit www.accelmed.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of federal securities laws. Any statements contained herein that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements concerning the Company's future growth, operating margins, market leadership and strategy, the expected proceeds from the divestiture, and the use of such proceeds to repay existing debt. In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "due," "estimate," "expect," "forecast," "future," "goal," "intend," "may," "might," "objective," "plan," "possible," "predict," "project," "propose," "potential," "positioned," "seek," "should," "strive," "target," "will," "would" and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Factors that could cause actual results to differ materially from those contemplated herein include, but are not limited to, our ability to successfully complete the planned divestiture of the Rehabilitation Business, our dependence on a limited number of products; our ability to develop, acquire and commercialize new products, line extensions or expanded indications; the continued and future acceptance of our existing portfolio of products and any new products, line extensions or expanded indications by physicians, patients, third-party payers and others in the medical community; our ability to achieve and maintain adequate levels of coverage and/or reimbursement for our products, the procedures using our products, or any future products we may seek to commercialize; our ability to recognize the benefits of our investments; our ability to complete acquisitions or successfully integrate new businesses, products or technologies in a cost-effective and non-disruptive manner; competition against other companies; our ability to continue to research, develop and manufacture our products if our facilities are damaged or become inoperable; failure to comply with the extensive government regulations related to our products and operations; enforcement actions if we engage in improper claims submission practices or in improper marketing or promotion of our products; the FDA regulatory process and our ability to obtain and maintain required regulatory clearances and approvals; the clinical studies of any of our future products that do not produce results necessary to support regulatory clearance or approval in the United States or elsewhere; we are subject to securities litigation and may be subject to similar or other litigation in the future, which will require significant management time and attention, result in significant legal expenses or costs not covered by our insurers, and may result in unfavorable outcomes; and the other risks identified in the Risk Factors section of the Company's public filings with the Securities and Exchange Commission ("SEC"), including the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and the quarterly reports on Form 10-Q, and as such factors may be further updated from time to time in the Company's other filings with the SEC, which are accessible on the SEC's website at www.sec.gov. Except to the extent required by law, the Company undertakes no obligation to update or review any estimate, projection, or forward-looking statement. Actual results may differ materially from those set forth in the forward-looking statements.

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