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): May 7, 2020

HEALTH CATALYST, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-38993 (Commission File Number) **45-3337483** (IRS Employer Identification No.)

3165 Millrock Drive #400 Salt Lake City, UT 84121

(Address of principal executive offices, including zip code)

(801) 708-6800

(Registrant's telephone number, including area code)

Not Applicable

(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)

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□ 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 exchange on which registered
Common Stock, par value \$0.001 per share	HCAT	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 7, 2020, the board of directors (the "Board") of Health Catalyst, Inc. (the "Company"), upon the recommendation of the Nominating and Corporate Governance Committee, appointed Mark Templeton to the Board and the Nominating and Corporate Governance Committee, effective June 15, 2020. Mr. Templeton was appointed to fill an upcoming vacancy of the Board resulting from Promod Haque's current term expiring at the Company's 2020 annual meeting of its stockholders on June 12, 2020. Mr. Templeton will serve as a Class III director until the 2022 annual meeting of stockholders and until his respective successors are duly elected and qualified, or until his earlier resignation, death, or removal.

Mr. Templeton will receive cash and equity compensation pursuant to the Company's non-employee director compensation policy. He will receive a pro-rated \$38,750 annual cash retainer paid in monthly installments and an initial award of restricted stock units having a value of \$225,000 (the "Initial Award"), which will vest in three equal, annual installments over three years, subject to the terms of the non-employee director compensation policy. Mr. Templeton will also enter into the Company's standard form indemnification agreement.

Since the beginning of the Company's last fiscal year through the present, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Templeton had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K. No arrangement or understanding exists between Mr. Templeton and any other person pursuant to which he was selected as a director of the Company.

Item 8.01. Other Events.

On May 12, 2020, the Company issued a press release regarding the appointment of Mr. Templeton as a member of the Board. A copy of the press release announcing the appointment of Mr. Templeton is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) <u>Exhibits.</u> Exhibit No. 99.1

Description
Press release issued by Health Catalyst, Inc. on May 12, 2020

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.

HEALTH CATALYST, INC.

By: /s/ J. Patrick Nelli

J. Patrick Nelli

Date: May 12, 2020

Chief Financial Officer

HealthCatalyst

Mark Templeton Appointed to Health Catalyst Board of Directors

SALT LAKE CITY, UT, May 12, 2020 — The board of directors (the "Board") of Health Catalyst, Inc. ("Health Catalyst," Nasdaq: HCAT), a leading provider of data and analytics technology and services to healthcare organizations, named Mark Templeton to its Board and its nominating and corporate governance committee, effective June 15, 2020. Mr. Templeton was appointed to fill an upcoming vacancy after Promod Haque's current term expires at Health Catalyst's 2020 annual meeting of its stockholders on June 12, 2020. Mr. Templeton will serve until Health Catalyst's 2022 annual meeting of its stockholders.

"We are honored to add Mark Templeton to our Board to enhance Health Catalyst's ability to continue to achieve our mission to be the catalyst for massive, measurable, data-informed healthcare improvement," said Dan Burton, CEO of Health Catalyst.

Mr. Templeton, most recently CEO of DigitalOcean, spent 20 years of his career at Citrix Systems, Inc., with 14 years as President and CEO after serving as Vice President of Marketing. During his tenure, he led the vision for a software-defined virtual workplace to enable new ways for business and people to work together from anywhere. He also helped nurture a unique culture through the emphasis of core values of conviction, humility, integrity and respect. With these efforts, the company transformed from a \$15 million organization with one product, one customer segment and one go-to-market path, to a global enterprise with annual revenues of more than \$3B and 100 million users worldwide.

"I have always been inspired by mission-driven companies and believe they outperform and out-innovate their peers," said Mr. Templeton. "I greatly respect all that Health Catalyst has accomplished, including the nurturing of its passionate, engaged culture, which has been such an important contributor to its success. Health Catalyst has tremendous potential to drive the next wave of transformative change across the healthcare industry by enabling meaningful, data-informed healthcare improvements. I look forward to lending my perspectives and expertise to support the Board and the Health Catalyst team in the journey to grow and scale."

"Mark's tremendous depth of experience transforming and growing an organization through both the innovation of an extensive product portfolio and dramatic global expansion will be greatly valued by our Board. His world-class expertise in leading scalable growth will be invaluable in coming the months and years," Mr. Burton said.

About Health Catalyst

Health Catalyst is a leading provider of data and analytics technology and services to healthcare organizations, committed to being the catalyst for massive, measurable, data-informed healthcare improvement. Its customers leverage the cloud-based data platform-powered by data from more than 100 million patient records and encompassing trillions of facts—as well as its analytics software and professional services expertise to make data-informed decisions and realize measurable clinical, financial, and operational improvements. Health Catalyst envisions a future in which all healthcare decisions are data-informed.

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