
**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): April 29, 2026

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.)

**10897 South River Front Parkway #300
South Jordan, UT 84095**
(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)
- 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.

Steven Nelson Appointment as Board Member

On April 29, 2026, the board of directors (our Board) of Health Catalyst, Inc. (the Company), upon the recommendation of the Nominating and Corporate Governance Committee, appointed Steven Nelson to the Board, effective May 1, 2026. Mr. Nelson was appointed to fill a newly created vacant Board seat due to the expansion of the current Board from six (6) to seven (7) directors, also effective May 1, 2026. As previously announced, effective immediately prior to the commencement of the Company's 2026 Annual Meeting of Stockholders, the size of the Board will be reduced by one, from seven (7) to six (6), in connection with Matthew Kolb not standing for re-election. Mr. Nelson will serve as a Class II director until the Company's 2027 Annual Meeting of Stockholders, and until his successor is duly elected and qualified, or until his earlier resignation, death, or removal. The Board expects to appoint Mr. Nelson to serve as a member of one or more committees of the Board at a later date. Mr. Nelson will receive cash and equity compensation pursuant to the Company's non-employee director compensation policy and will also enter into the Company's standard form indemnification agreement.

Mr. Nelson has served as EVP and President of Aetna, Inc. since November 2024. Prior to joining Aetna, Inc., Mr. Nelson served in leadership positions of several managed care and health care organizations, including chief executive officer and a member of the board of directors of ChenMed LLC from September 2022 until August 2024, chief executive officer and member of the board of directors of Duly Health and Care from July 2020 until September 2022, and chief executive officer of UnitedHealthcare, a division of UnitedHealth Group, from 2017 until 2019. Mr. Nelson holds a B.S. from Portland State University and an M.B.A. and Master of Health Services from the University of Michigan.

Since the beginning of the Company's last fiscal year through the present, there have been no transactions between Mr. Nelson and the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Nelson 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. Nelson and any other person pursuant to which Mr. Nelson was selected as a director of the Company.

Item 7.01. Regulation FD Disclosure.

On April 30, 2026, the Company issued a press release announcing the appointment of Mr. Nelson as a member of the Board. A copy of this press release is furnished hereto as Exhibit 99.1 and is incorporated by reference.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1 of this Current Report on Form 8-K, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
104	Cover page Interactive Data File (embedded within the Inline XBRL document)
10.1#*	Form of Indemnification Agreement, between Health Catalyst, Inc. and each of its executive officers and directors
10.2#**	Non-Employee Director Compensation Policy
99.1***	Press Release for the appointment of Steven Nelson to the Board, dated April 30, 2026.

* Incorporated by reference to Exhibit 10.18 on the Form S-1 filed June 27, 2019

** Incorporated by reference to Exhibit 10.1 to the Form 10-K/A filed April 30, 2025.

*** Furnished herewith.

Indicates management contract or compensatory plan.



Health Catalyst Appoints Steve Nelson, President of Aetna, to Its Board of Directors

Nelson Joins as the Company Builds the Leadership Infrastructure for Its Next Phase

SALT LAKE CITY, Utah - April 30, 2026 - Health Catalyst, Inc. ("Health Catalyst", Nasdaq: HCAT), a healthcare intelligence company designed to accelerate measurable improvement for health systems, today announced that Steve Nelson, Executive Vice President and President of Aetna, a CVS Health company, has been appointed to its Board of Directors, effective May 1, 2026.

Nelson's appointment follows the naming of Ben Albert as CEO and Justin Spencer as Chairman of the Board earlier this year, continuing a deliberate pattern of leadership moves designed to accelerate the company's transformation—executing on a single, coordinated strategy to help health systems address cost, clinical outcomes, and consumer experience as one imperative.

"Steve has seen the healthcare ecosystem from every angle that matters," said Ben Albert, CEO of Health Catalyst, "as a leader of one of the largest health insurers shaping U.S. healthcare, as a leader of large premier value-based care and multi-specialty provider organizations, and as an executive navigating the pressure points that health systems face every day. We believe that perspective is exactly what we need to execute on our commitment to be the intelligence partner health systems rely on to make their most consequential decisions. We are grateful to have him."

In his current role at Aetna, a CVS Health company, Nelson has championed stronger provider partnerships and a less transactional approach to healthcare. Previously, he served as Chief Executive Officer of ChenMed and led Duly Health and Care, building and scaling delivery models where health outcomes, provider experience, cost discipline, clinical performance, and consumer engagement operated as a single integrated strategy. His earlier tenure as CEO of UnitedHealthcare, combined with other executive and board roles across both public and private healthcare organizations, gives him deep understanding on the forces shaping how health systems are reimbursed, evaluated, and held accountable. He brings to Health Catalyst's board a breadth of perspective deeply rooted in what health system clients need their intelligence partner to understand.

"I am honored to join Health Catalyst's board at such a pivotal moment for the company and for healthcare. Ben and the team are delivering AI-enabled technology solutions that directly address the foundational challenges health systems face: controlling costs, improving clinical quality, and elevating the consumer and provider experience. This is the kind of work that moves the industry forward, and I believe this is the right moment to be part of it," said Steve Nelson.

About Health Catalyst

Health Catalyst, Inc. (Nasdaq: HCAT) is a healthcare intelligence company that accelerates measurable improvement for health systems across cost, clinical, and consumer performance. Backed by deep domain expertise, proprietary AI-driven technology, and \$2.8 billion in documented outcomes, Health Catalyst helps health systems move from data to confident, measurable action.

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Forward-Looking Statements

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended, including statements regarding the impact of Mr. Nelson joining the Board. Forward-looking statements are subject to risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Actual results may differ materially from the results predicted, and reported results should not be considered as an indication of future performance.

Important risks and uncertainties that could cause actual results to differ materially from Health Catalyst's expectations, plans and prospects. For a detailed discussion of the risk factors that could affect Health Catalyst's actual results, please refer to the risk factors identified in Health Catalyst's SEC reports, including, but not limited to, the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2025, filed with the SEC on November 10, 2025 and the Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 26, 2025 and amended on April 30, 2025. All information provided in this release and in the attachments is as of the date hereof, and Health Catalyst undertakes no duty to update or revise this information unless required by law.