# 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): July 16, 2026**

# HEALTH CATALYST, INC.

(Exact name of registrant as specified in its charter)

| **Delaware** | **001-38993** | **45-3337483** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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 5.07. Submission of Matters to a Vote of Security Holders.**

On July 16, 2026, Health Catalyst, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). The Company's stockholders voted on four proposals at the Annual Meeting, each of which is described in greater detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on June 3, 2026. The number of shares of the Company's common stock entitled to vote at the Annual Meeting was 73,894,020. The number of shares of the Company's common stock present or represented by valid proxy at the Annual Meeting was 54,417,854. The final voting results with respect to each such proposal are set forth below.

Proposal 1 – Election of Directors

The Company's stockholders elected each of the two persons named below to serve as a Class I director of the Company to serve a three-year term expiring at the 2029 annual meeting of the stockholders or until their successors are duly elected and qualified, subject to their earlier resignation or removal. The results of such vote were as follows:

| Director Name | Votes For | Votes Withheld | Broker Non-Votes |
|---|---|---|---|
| Justin Spencer | 41,161,528 | 926,172 | 12,330,154 |
| Mathew Arens | 40,617,062 | 1,470,638 | 12,330,154 |

Proposal 2 – Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026. The results of such vote were as follows:

| Votes For | Votes Against | Abstentions |
|---|---|---|
| 54,389,755 | 26,050 | 2,049 |

Proposal 3 – Advisory, Non-Binding Vote to Approve the Compensation of the Company's Named Executive Officers

The stockholders approved the advisory, non-binding proposal to approve the compensation of the Company's named executive officers. The results of such vote were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|---|---|---|
| 40,369,051 | 992,493 | 726,156 | 12,330,154 |

Proposal 4 – To Approve the Restatement of the Company's Amended and Restated Certificate of Incorporation to Phase Out the Classified Board Structure

The stockholders did not approve the proposal to restate the Company's Amended and Restated Certificate of Incorporation to phase out the classified board structure and provide that all directors elected at or after the Company's 2029 annual meeting of stockholders be elected on an annual basis. The results of such vote were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|---|---|---|
| 41,751,707 | 335,034 | 959 | 12,330,154 |

## 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.**

Date: July 17, 2026

By: /s/ Jason Alger
Jason Alger
Chief Financial Officer