

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):
September 6, 2023

Definitive Healthcare Corp.

(Exact name of Registrant as Specified in Its Charter)

Commission File Number 1-40815

Delaware
(State
of Incorporation)

86-3988281
(IRS Employer
Identification No.)

492 Old Connecticut Path, Suite 401
Framingham, Massachusetts 01701
(Address of Principal Executive Offices)

508 720-4224
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	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.001 par value	DH	The NASDAQ Stock Market LLC

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.

Resignation of Director

On September 6, 2023, Chris Mitchell resigned from the Board of Directors (the “Board”) of Definitive Healthcare Corp. (the “Company”), which resignation became effective upon the appointment of Scott Stephenson as a member of the Board on September 6, 2023. The resignation was not the result of any disagreements with the Company relating to the Company’s operations, policies or practices.

Appointment of Director

Following Mr. Mitchell’s resignation, on September 6, 2023, the Board appointed Scott Stephenson as a member of the Board and as a member of the Nominating and Corporate Governance Committee of the Board. Mr. Stephenson will serve as a Class III director until the Company’s 2024 Annual Meeting of Stockholders and until such time as his successor is duly elected and qualified, or until his earlier death, resignation, or removal.

Mr. Stephenson will participate in the Company’s non-employee director compensation policy (described in the Company’s proxy statement and filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2023), as may be amended from time to time. Mr. Stephenson will enter into the Company’s standard form of indemnification agreement in the form previously approved by the Board, which form is filed as Exhibit 10.6 to the Company’s Registration Statement on Form S-1 (File No. 333-258990) filed with the Securities and Exchange Commission on August 20, 2021.

Item 7.01. Regulation FD Disclosure.

On September 8, 2023, the Company issued a press release announcing the resignation of Mr. Mitchell and appointment of Mr. Stephenson as a member of the Board and of the Nominating and Corporate Governance Committee. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

The information furnished in this Item 7.01 on this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press Release Dated September 8, 2023 (furnished herewith pursuant to Item 7.01).
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 thereunto duly authorized.

DEFINITIVE HEALTHCARE CORP.

By: /s/ Richard Booth
Name: Richard Booth
Title: Chief Financial Officer

Date: September 8, 2023

Definitive Healthcare Welcomes Scott Stephenson to Board of Directors

Framingham, MA (September 8, 2023) – Definitive Healthcare Corp. (Nasdaq: DH), an industry leader in healthcare commercial intelligence, today announced two changes to its Board of Directors. On September 6, 2023, Scott Stephenson, the former Chief Executive Officer of Verisk Analytics, joined the Board of Directors and the nominating and corporate governance committee of the Board, while Chris Mitchell, managing director of Spectrum Equity, stepped down from the Board of Directors.

“We are thrilled to welcome Scott Stephenson to the Definitive Healthcare Board of Directors,” said Jason Krantz, Executive Chairman of the Board and founder of Definitive Healthcare. “Scott brings a deep expertise in combining data and analytics to generate new intelligence for customers of all sizes. Scott will be a valuable resource for our leadership team as we continue to build out our industry-leading SaaS platform and develop new solutions that leverage artificial intelligence and machine learning.”

Stephenson held various roles at Verisk Analytics, Inc. (Nasdaq: VRSK), a strategic data analytics and technology partner to the global insurance industry, between 2001 and 2022, including nine years as chief executive officer and a member of the Board of Directors. Prior to joining Verisk, Stephenson was a partner with The Boston Consulting Group, eventually rising to senior partner and member of the firm’s North American operating committee.

Since February 2020, Stephenson has served on the Board of Directors of Public Service Enterprise Group Inc. (NYSE: PEG), the publicly traded parent company of New Jersey-based gas and electric utility company, Public Service Electric and Gas Co. (PSE&G). Mr. Stephenson holds a B.S. from the University of Virginia and an M.B.A. from Harvard Business School.

“I’m excited to join the Definitive Healthcare Board of Directors,” said Stephenson. “Definitive Healthcare’s innovative SaaS platform, combined with their Atlas Dataset and proprietary AI-driven analytics has the company perfectly positioned to be an industry leader in the rapidly expanding market for healthcare commercial intelligence. I look forward to working with the leadership team to help them grow the business.”

Concurrent with Stephenson’s appointment, Chris Mitchell stepped down from the Definitive Healthcare board of directors.

“Chris was one of the first external investors in Definitive Healthcare and I’ve always appreciated the tremendous faith that he showed in me and the business,” said Krantz. “Chris is a trusted advisor who helped us steer the company through an IPO and to more than \$200 million in revenue. On behalf of the entire Definitive Healthcare family, I want to thank him for his service.”

About Definitive Healthcare

At Definitive Healthcare, our passion is to transform data, analytics and expertise into healthcare commercial intelligence. We help clients uncover the right markets, opportunities and people, so they can shape tomorrow's healthcare industry. Our SaaS platform creates new paths to commercial success in the healthcare market, so companies can identify where to go next. Learn more at definitivehc.com.

Forward-Looking Statements

This press release includes forward-looking statements that reflect our current views with respect to future events and financial performance. Such statements are provided under the "safe harbor" protection of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by words or phrases written in the future tense and/or preceded by words such as "likely," "should," "may," "anticipates," "intends," "plans," "seeks," "believes," "estimates," "expects" or similar words or variations thereof, or the negative thereof, references to future periods, or by the inclusion of forecasts or projections, but these terms are not the exclusive means of identifying such statements. Examples of forward-looking statements include, but are not limited to, statements we make regarding our outlook, financial guidance, the market, industry and macroeconomic environment, our business, growth strategies, product development efforts and future expenses, customer growth and statements reflecting our expectations about our ability to execute on our strategic plans, achieve future growth and profitability and achieve our financial goals.

Forward-looking statements in this press release are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, our actual results may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements. Factors or events that could cause our actual performance to differ from these forward-looking statements may emerge from time to time, and it is not possible for us to predict all of them. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, our actual financial condition, results of operations, future performance and business may vary in material respects from the performance projected in these forward-looking statements.

For additional discussion of factors that could impact our operational and financial results, refer to our Quarterly Report on Form 10-Q for the three months ended June 30, 2023, our 2022 Form 10-K/A and our Q1 2023 Form 10-Q/A, as well as our Current Reports on Form 8-K and other subsequent SEC filings, which are or will be available on the Investor Relations page of our website at ir.definitivehc.com and on the SEC website at www.sec.gov.

All information in this press release speaks only as of the date on which it is made. We undertake no obligation to publicly update this information, whether as a result of new information, future developments or otherwise, except as may be required by law.

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