

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): **June 5, 2019**

OrthoPediatrics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-38242

(Commission File Number)

26-1761833

(IRS Employer Identification No.)

2850 Frontier Drive

Warsaw, Indiana

(Address of principal executive offices)

46582

(Zip Code)

Registrant's telephone number, including area code: **(574) 268-6379**

Not Applicable

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00025 par value per share	KIDS	The NASDAQ Stock Market LLC

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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 7.01. Regulation FD Disclosure.

On June 5, 2019, OrthoPediatics Corp. (the “Company”) will conduct a presentation at its 2019 Annual Meeting of Stockholders. A copy of the presentation is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, including the information incorporated by reference herein from Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be 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>
<u>99.1</u>	<u>OrthoPediatics Corp. 2019 Annual Meeting Presentation.</u>

* * * * *

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.

OrthoPediatrics Corp.

Date: June 5, 2019

By: /s/ Daniel J. Gerritzen

Daniel J. Gerritzen,
General Counsel and Secretary



OrthoPediatrics Corp.
June, 2019

Mark Throdahl, CEO
Fred Hite, CFO





Forward-Looking Statements

This presentation includes "forward-looking statements" within the meaning of U.S. federal securities laws. You can identify forward-looking statements by the use of words such as "may," "might," "will," "should," "expect," "plan," "anticipate," "could," "believe," "estimate," "project," "target," "predict," "intend," "future," "goals," "potential," "objective," "would" and other similar expressions. Forward-looking statements involve risks and uncertainties, many of which are beyond OrthoPediatrics' control. Important factors could cause actual results to differ materially from those in the forward-looking statements, including, among others, the risks, uncertainties and factors set forth under "Risk Factors" in OrthoPediatrics' Annual Report on Form 10-K filed with the SEC on March 7, 2019. Forward-looking statements speak only as of the date they are made. OrthoPediatrics assumes no obligation to update forward-looking statements to reflect actual results, subsequent events, or circumstances or other changes affecting such statements except to the extent required by applicable securities laws.

Use of Non-GAAP Financial Measures

This presentation includes the non-GAAP financial measure of Adjusted EBITDA, which differs from financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). Adjusted EBITDA in this presentation represents net loss, plus interest expense (income), net plus other expense (income), depreciation and amortization, stock-based compensation expense, accelerated vesting of restricted stock upon our IPO, public company costs and initial public offering costs. Adjusted EBITDA is presented because the Company believes it is a useful indicator of its operating performance. Management uses the measure as a measure of the Company's operating performance and for planning purposes, including financial projections. The Company believes this measure is useful to investors as supplemental information because it is frequently used by analysts, investors and other interested parties to evaluate companies in its industry. The Company believes Adjusted EBITDA is useful to its management and investors as a measure of comparative operating performance from period to period. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to, or superior to, net income or loss as a measure of financial performance or cash flows from operations as a measure of liquidity, or any other performance measure derived in accordance with GAAP, and it should not be construed to imply that the Company's future results will be unaffected by unusual or non-recurring items. In addition, the measure is not intended to be a measure of free cash flow for management's discretionary use, as it does not reflect certain cash requirements such as debt service requirements, capital expenditures and other cash costs that may recur in the future. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and other potential cash requirements. In evaluating Adjusted EBITDA, you should be aware that in the future the Company may incur expenses that are the same or similar to some of the adjustments in this presentation. The Company's presentation of Adjusted EBITDA should not be construed to imply that its future results will be unaffected by any such adjustments. Management compensates for these limitations by primarily relying on the Company's GAAP results in addition to using Adjusted EBITDA on a supplemental basis. The Company's definition of this measure is not necessarily comparable to other similarly titled captions of other companies due to different methods of calculation.



Large Market

Proprietary Technology

Scalable Business

-  **Diversified medical device company focused exclusively on pediatric orthopedics**
-  **Protected market opportunity: \$1.2 billion U.S., \$2.7 billion globally in 2016**
-  **High U.S. procedure concentration: <300 hospitals and ~1,400 surgeons**
-  **Focused call point: pediatric orthopedic surgeons are generalists who use all OP products**
-  **Sustainable competitive advantage:**
 - Broadest pediatric-specific orthopedic product offering with 26 surgical systems + 6 more from June 2019 acquisition of Vilex
 - Strong relations with pediatric orthopedic surgeons
 - Deep commitment to clinical education
 - Sales personnel are a consultative resource
-  **Consistent 20+% growth since inception**
 - FY18 revenue of \$57.6 million, up 26%
 - Quarterly revenue growth between 21% - 28% from 1Q 2018 through 1Q 2019
-  **Vilex acquisition expands Trauma & Deformity offering to 80% of the addressable market and gives OP proprietary, leading-edge technology in external fixation**



A Company Built on a CAUSE

Cause

*Improving the lives of children
with orthopedic conditions*



Gideon with CMO Peter Armstrong, M.D., c. 1995.
Gideon's drawing of his girlfriend, 2016.

Company Snapshot

- Treated >150,000 patients since inception
- 26 surgical systems; 7,500+ SKUs; strong pipeline*
- + 6 additional systems from Vilex acquisition
- 80 direct employees; 138 focused sales reps*
- Global sales organization focused on pediatric orthopedic surgeons in 42 countries*
- 26 issued patents; 35 pending patents*
- Only non-founding Chief Medical Officer in the industry who is a fellow surgeon
- Average FDA approval time: < ½ industry average
- History of stable reimbursement

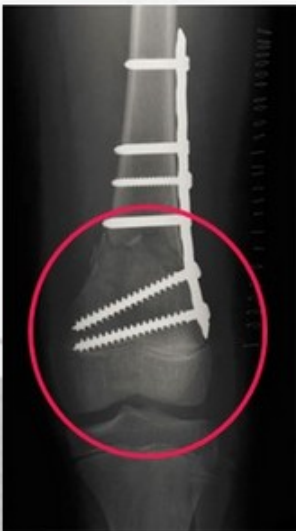
* As of March 31, 2019



Children Are Not Small Adults

Superior Clinical Outcomes

Re-Purposed Adult Plate



*Screws Through
Growth Plate*

OP's Solution



*Screws Parallel To
Growth Plate*

OP's Market Impact

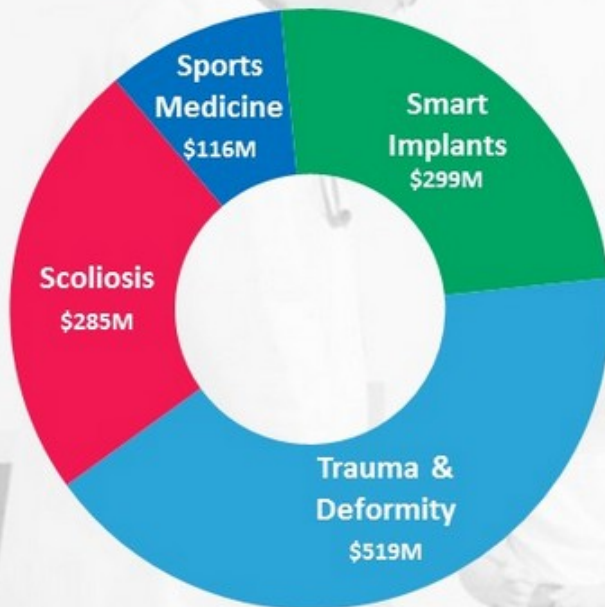
- OP Address orthopedic industry's lack of focus on product development, clinical education, and sales presence
- OP Implants and instruments avoid complications of re-purposed adult products
- OP Product development in collaboration with leading pediatric orthopedic surgeons
- OP Dedicated sales support attending surgeries
- OP Clinical education programs that build brand loyalty



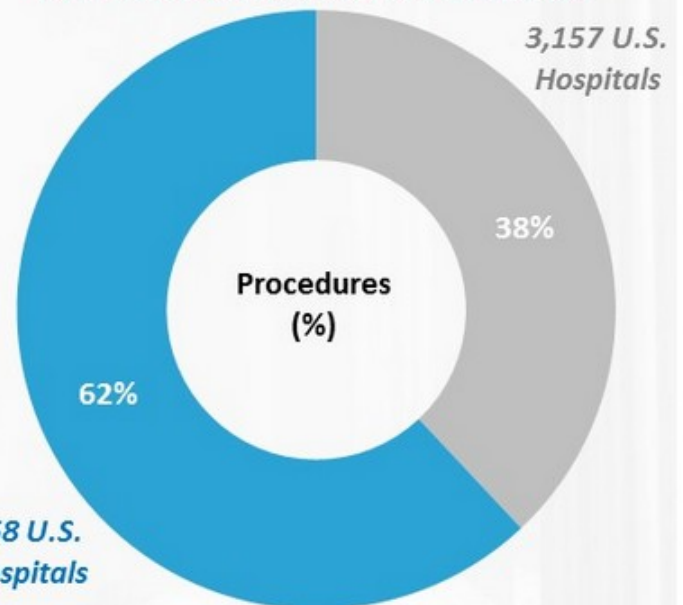
Large and Focused Market

OP'S \$2.7 Billion Current Addressable Global Market

\$1.2 Billion U.S. Addressable Market



High Concentration of Pediatric Trauma & Deformity and Scoliosis Procedures

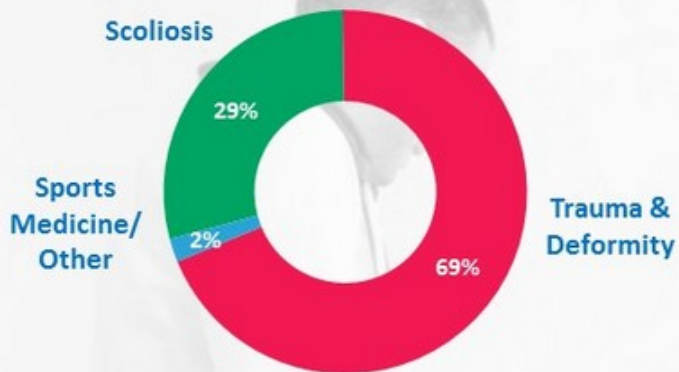


Current products target three of the largest categories in Pediatric Orthopedics
Pipeline products underway to expand addressable market



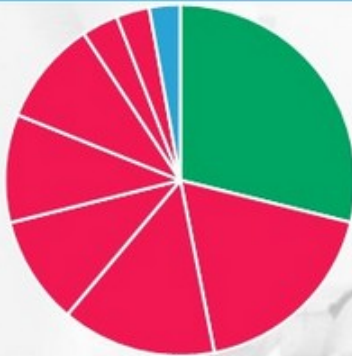
Product Line Diversification

2018 Revenue by Segment

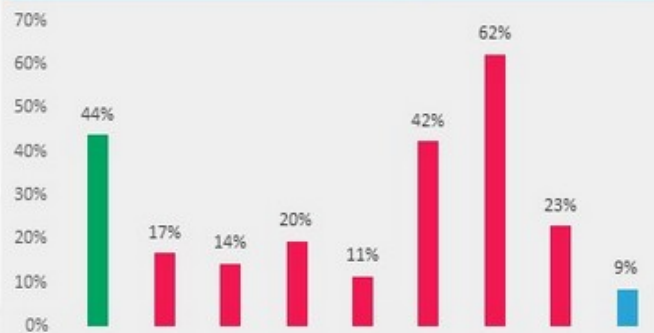


- \$57.6 million sales in 2018, increasing 26%
- Well diversified sources of growth
- All major product families supported FY 2018 26% revenue growth
- Firefly, PNP | Femur, and PediFrag were key growth drivers
- All products have comparable gross margins

2018 Revenue by Product Family



2018 Revenue Growth % by Product Family





A Proven Strategy Since 2011

**Sales Focus
on Teaching
Institutions and
High Volume
Hospitals**

**Deploy
Instrument
Sets**

**Expand
Addressable
Procedures**

**Expand Clinical
Education
Programs**

Goals



Accelerate sales growth



Develop novel technologies



New Systems & Product Launches (2017-2018)

Trauma & Deformity

2017 Launches

2018 Launches



**Titanium
PediPlates®
System**
(Expands physeal
tethering offering)



**Clavicle
Plate System**
(First pediatric
specific
system)



**Wrist Fusion
Plate System**
(First pediatric
specific
system)



**PediFlex
Advanced**

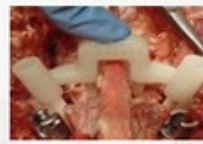


**Pediatric Nailing
Platform | FEMUR**
(Expands into adolescent
cases)

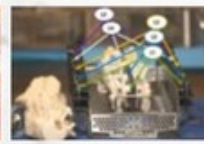
Scoliosis

2017 Launches

2018 Launches



**FIREFLY® Pedicle Screw Navigation
Guides** (Complementary to
RESPONSE Spine System)



FireFly S2/Alar



**RESPONSE 4.5/4.75/5.0mm
System**
(Maximizes intraoperative flexibility)

Sports Medicine

2017 Launches



**Medial Patella Femoral
Ligament Reconstruction System**
(Complementary to ACL
Reconstruction System)



Upcoming New Systems & Product Launches

Trauma & Deformity

2019 Expected Product Launches



Osteogenesis Imperfecta Nail System



PediFoot
(First pediatric system)



PNP | Tibia



Cannulated Screws

Scoliosis

2019 Product Launches



BandLoc DUO System



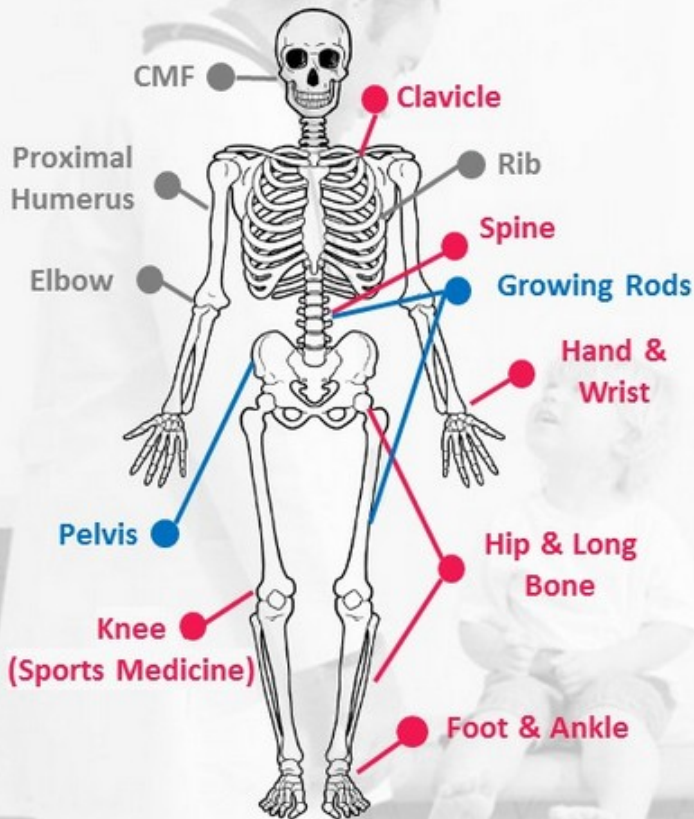
Development
In Process



Neuromuscular
Scoliosis System



Expanding Our Addressable Market



Demonstrated ability to expand portfolio to full array of pediatric surgeries

- OP Today ● OP Tomorrow
- Now Under Development



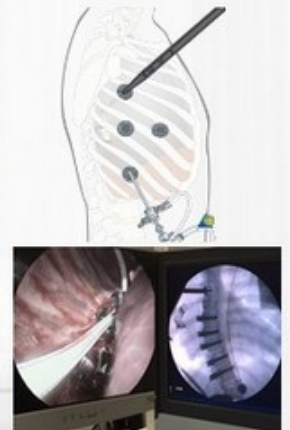
Leading Edge Systems in Development

Smart Implants

- Proof of concept model developed August 2018
- Important milestone reached
- Embodiments in intramedullary nailing and scoliosis
- OP will offer significant improvements to current technology

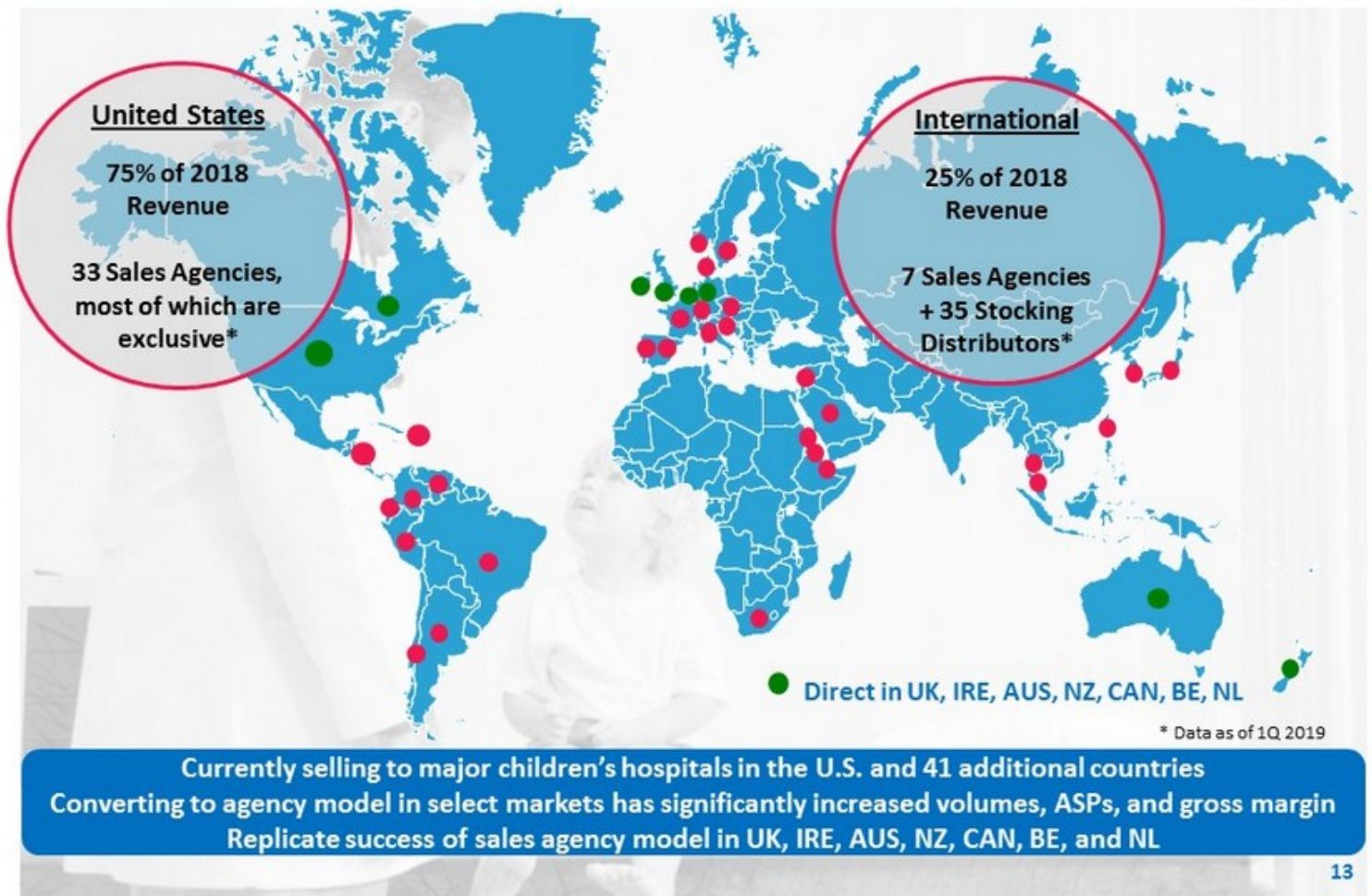
Spinal Tethering

- Emerging procedure with off-label use of adult lumbar fixation product
- Allows intervention in patients as young as 10
- Reversible, non-fusion procedure
- Acquired IP; now enhancing portfolio
- Formed task force of leading tethering surgeons
- Evaluating and refining concepts





Global Sales Coverage





Transaction

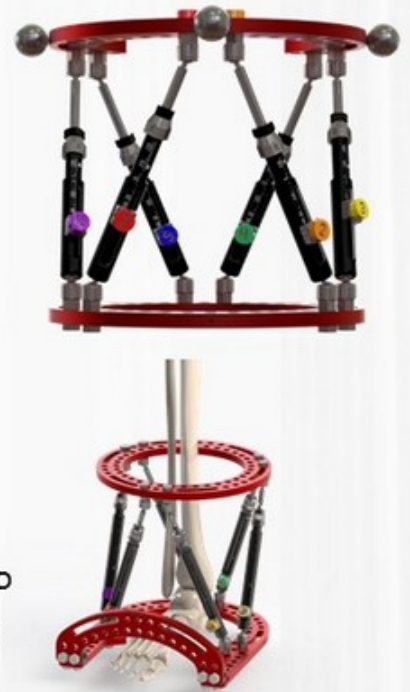
- On June 4 OP purchased Vilex, including its Orthex Hexapod external fixation system and proprietary CORA-based x-ray planning software
- Will separate Vilex's adult business and pursue potential divestiture

Consideration

- \$50 million cash + \$10 million shares = \$60 million

Benefits

- Expands OP's Trauma & Deformity business into a new segment valued at \$200 million globally
- Expands Trauma & Deformity's product breadth from 60% to 80% of addressable market
- Increases surgeon reach to limb reconstruction specialists who treat pediatric patients beyond children's hospitals, providing increased pull through of other products





OP Owns Orthex

- Hexapod deformity correction external fixation system plus point and click X-ray planning proprietary software
- 50%+ annual revenue growth since FDA-clearance in mid-2016
- Generated \$3.1 million of 2018 revenue

ORTHex



Potential Sale of Vilex's Adult Systems

- \$8.7 million of 2018 revenue, most of which is adult
- Extensive development pipeline
- Investment by a focused Foot & Ankle company will drive future success

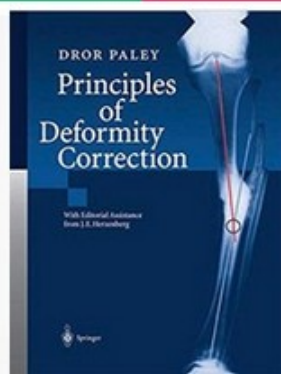
VILEX®





- **Disruptive Technology**
 - Construct allows for 90° angulation
 - Unique calibrated struts & HA-coated pins
 - Patented point and click software
 - Significantly simplifies surgery planning and subsequent alignments

ORTHeX



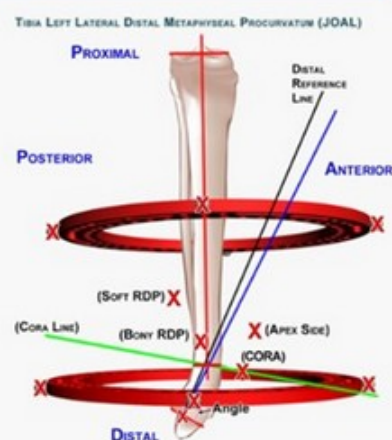
- **Dror Paley, MD – Pediatric orthopedic KOL**
 - Introduced Ilizarov method in U.S.
- **Defend competitive position and risk**
 - Defend other potential acquirers from entering the pediatric space



ML X-Ray

ML STEP II of II: Verify, and click the AP View button to proceed

- 1 Proximal Ring
- 2 Distal Ring
- 3 Proximal Bone Segment Line
- 4 Distal Joint Line
- 5 Distal Centerpoint
- 6 Osteotomy
- 7 Proximal Bone Ends
- 8 Proposed Pivot Point
- 9 RDP Bony
- 10 RDP Soft
- 11 Review





- **PediFoot Deformity Correction System**
 - Launch second half of 2019
 - Focuses on 4 of the 12 common foot deformity surgeries
- **Vilex provides products for 4 additional indications, allowing OP system to address 8 of the 12 common procedures**
- **Staple expands PediPlate franchise**
 - OP's largest T&D product offering

VILEX®

ADVANCE WITH US >>>





New Competitors Would Face Formidable Obstacles



"The ship has sailed."

- OP Product breadth
- OP Surgeon relationships
- OP Sales and distribution network
- OP Clinical education programs
- OP Pediatric brand equity
- OP Reputation with pediatric orthopedic societies
- OP Dynamic culture



What Does Category Leadership Mean?

Surgeon relationships and clinical education

- Relationships with surgeons who use entire portfolio
- Major provider of clinical education
- Leading supporter of surgical societies
- Custom instruments

Broadest, most innovative product offering

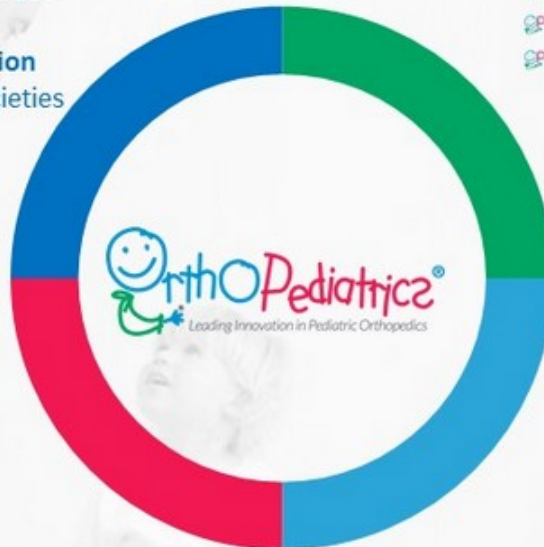
- 12 years' clinical understanding
- New product pipeline
- Pediatric Market Gateway for distributed products and joint product developments

Robust organic growth opportunities

- \$2.7 billion addressable global market
- Limited focused competition
- Focused, experienced distribution
- Instrument set placements drive growth

Attractive growth and margin profile

- Consistent growth since inception
- 74% gross margin in FY 2018
- History of efficient capital utilization



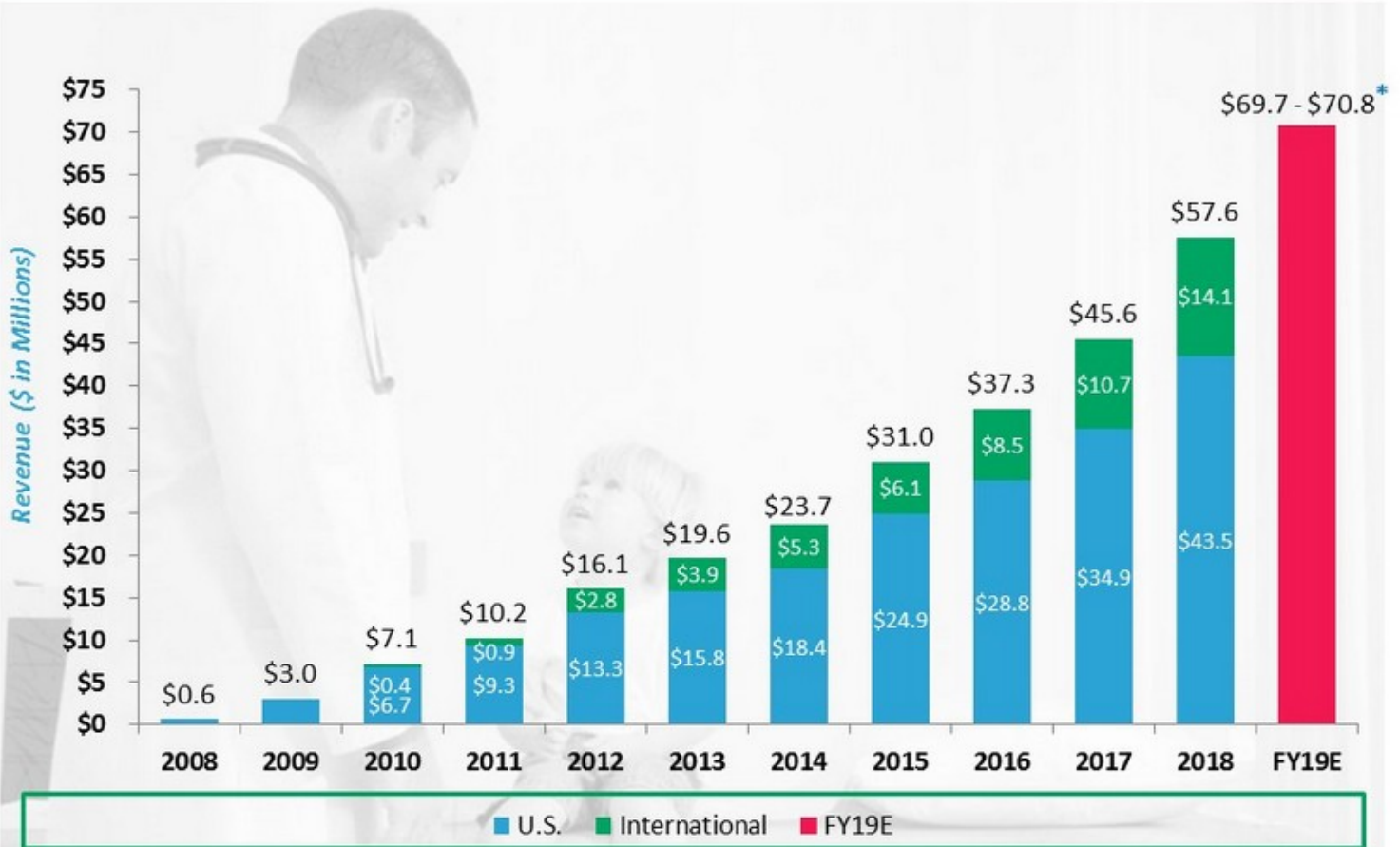


Financial Review





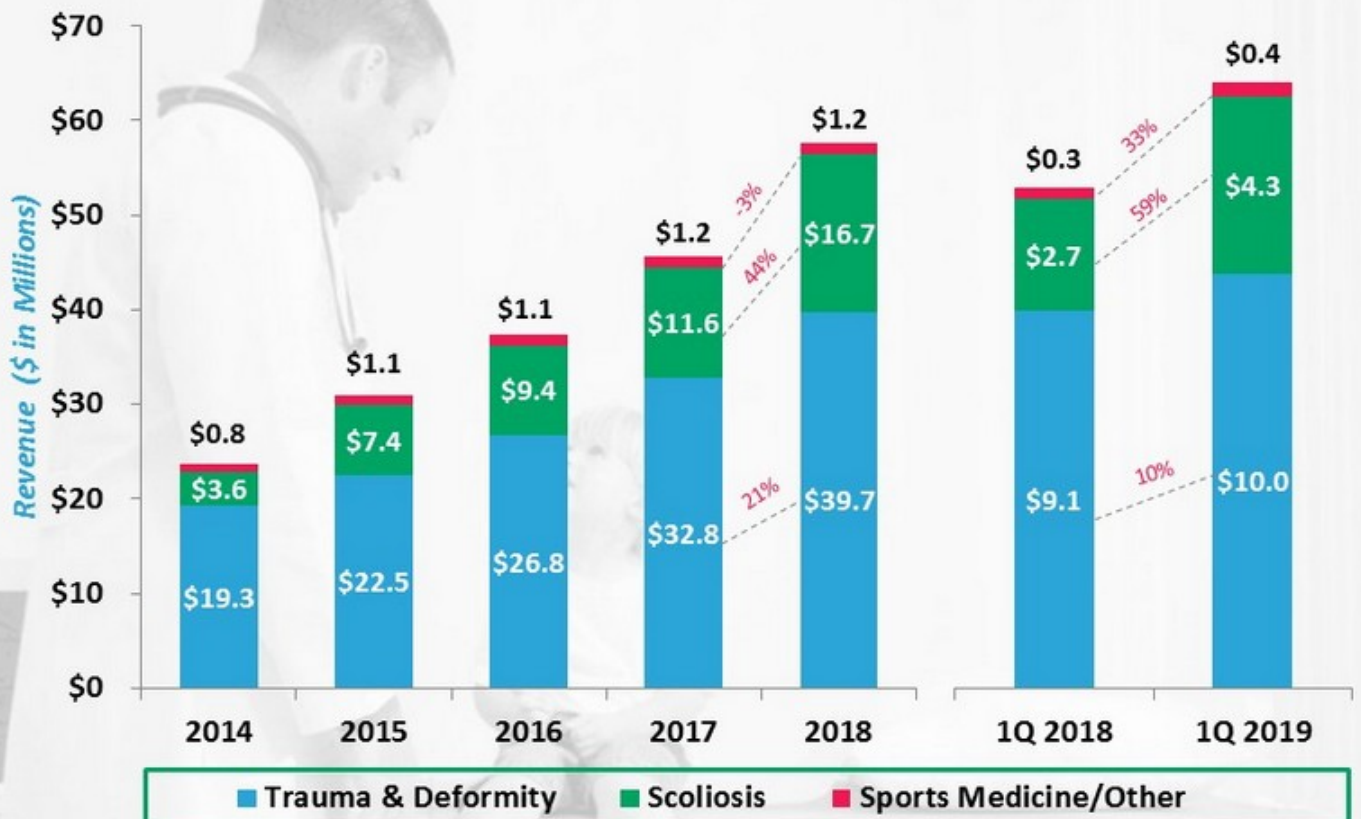
Consistent 20+% Revenue Growth Since Inception



* Prior to June 2019 acquisition of Vilex. Updated Guidance to be provided on 2Q19 earnings conf call



Category Revenue Summary





Seasonality Drives Stronger Performance in Summer Months and Holiday Periods





Income Statement Summary

(\$ in Millions)

	FY 2016	FY 2017	FY 2018	1Q 2018	1Q 2019
Revenue	\$37.3	\$45.6	\$57.6	\$12.1	\$14.7
<i>Growth %</i>	20%	22%	26%	24%	21%
Gross Profit	\$26.4	\$34.5	\$42.7	\$8.9	\$10.7
<i>Margin %</i>	71%	76%	74%	74%	73%
Operating Expenses	\$32.5	\$40.9	\$52.2	\$13.3	\$13.4
Operating Loss	(\$6.1)	(\$6.5)	(\$9.6)	(\$4.4)	(\$2.7)
Net Loss	(\$6.6)	(\$8.9)	(\$12.0)	(\$5.0)	(\$3.0)
Net Loss per Share*	(\$7.14)	(\$5.86)	(\$0.96)	(\$0.41)	(\$0.21)

* Net loss per share attributable to common stockholders – basic and diluted



Adjusted EBITDA Reconciliation

(\$ in Millions)

	Three Months Ended March 31,	
	2018	2019
Net Loss	(\$5.0)	(\$3.0)
Interest expense, net	0.5	0.3
Other expense	0.1	-
Depreciation and amortization	0.7	0.8
Stock-based compensation	0.4	0.5
Accelerated vesting of restricted stock upon IPO	1.8	-
Adjusted EBITDA	(\$1.5)	(\$1.4)



Balance Sheet

(\$ in Millions)
As of March 31, 2019

Assets	
Cash	\$52.8
Accounts Receivable	10.3
Inventory	28.1
Other Current Assets	2.0
PP&E (net)	16.8
Intangibles	2.1
Total Assets	\$112.0

Liabilities	
Accounts Payable	\$6.3
Debt	21.3
Accrued Expenses	2.7
All Other Liabilities	1.7
Paid In Capital	198.5
Accumulated Deficit (net)	(118.4)
Total Liabilities / Equity	\$112.0

\$43M from 12/18 follow-on will, among other things, fund consigned sets and accelerate proven strategy, including any M&A opportunities.



OP \$20M cash usage + \$30M term loan B + \$10M KIDS Stock = \$60M

OP Using 1Q19 ending balance this leaves ~\$33M of available cash

OP **Vilex \$11.8M total year 2018 revenue**

OP ~\$3.1M Orthex Hexapod ... integrate into OP

OP ~\$8.7M Vilex Foot and Ankle revenue, most of which is adult ... report as discontinued operations on P&L and balance sheet. Will NOT impact reported revenue.



Surgeon relationships and clinical education

Broadest, most innovative product offering

Robust organic growth opportunities

Attractive growth and margin profile

