

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 1, 2018**

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

(I.R.S. Employer Identification Number)

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)

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.

The executive officers of OrthoPediatics Corp. have several upcoming presentations to representatives of investors and analysts. The officers intend to use the material filed as Exhibit 99.1 herewith, in whole or in part, as part of those presentations.

The information in this Item 7.01, including the information incorporated by reference herein from Exhibit 99.1, is furnished pursuant to Item 7.01 of Form 8-K and 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>
99.1	OrthoPediatics Corp. Investor Presentation dated June 2018.

* * * * *

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 1, 2018

By: /s/ Daniel J. Gerritzen
Daniel J. Gerritzen,
General Counsel and Secretary



OrthoPediatrics Corp.

June 2018

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' most recent Annual Report on Form 10-K filed with the SEC on March 15, 2018. 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. Certain information in this presentation is based upon management forecasts and reflects prevailing conditions and management's views as of this date, all of which are subject to change.

Before you invest, you should read the most recently filed Annual Report on Form 10-K and other documents the Company has filed and will file with the SEC for more complete information about the Company. You may obtain these documents for free by visiting EDGAR on the SEC website at <http://www.sec.gov>.

The Company owns or has rights to use a number of registered and common law trademarks, service marks and trade names in connection with its business in the United States and in certain foreign jurisdictions, including the OrthoPediatrics name and logo. Solely for convenience, the trademarks, service marks and trade names referred to in this presentation may be without the ® and ™ symbols, but such references are not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, its rights or the rights of the applicable licensors to these trademarks, service marks and trade names. This presentation contains additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this presentation are, to the Company's knowledge, the property of their respective owners.

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

- 📍 **Orthopedic company focused exclusively on pediatric orthopedics**
- 📍 **Protected market opportunity: \$1.1 billion U.S., \$2.5 billion globally in 2016**
- 📍 **High U.S. procedure concentration: <300 hospitals and ~1,200 surgeons**
- 📍 **Focused call point: generalists who use our entire product portfolio**
- 📍 **Broadest product offering: 25 systems specifically designed for children**
- 📍 **Sustainable competitive advantage:**
 - **Comprehensive product offering**
 - **Clinical education programs**
 - **Surgeon relationships**
 - **Experienced sales organization**
- 📍 **FY17 revenue of \$45.6 million, up 22%. Consistent 20+% growth since inception.**
- 📍 **October 2017 IPO will, among other things, fund consigned sets and accelerate proven strategy**

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 20,000 patients in 2017
-  25 surgical systems; 3,500 SKUs; strong pipeline
-  74 direct employees; 84 focused FTE sales reps
-  Global sales organization focused on pediatric orthopedic surgeons in 39 countries
-  25 issued patents; 34 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
-  One of the 100 Best Places to Work in Indiana



Children Are Not Small Adults

Superior Clinical Outcomes

Re-Purposed Adult Plate



Screws Through Growth Plate

OP's Solution



Screws Parallel To Growth Plate



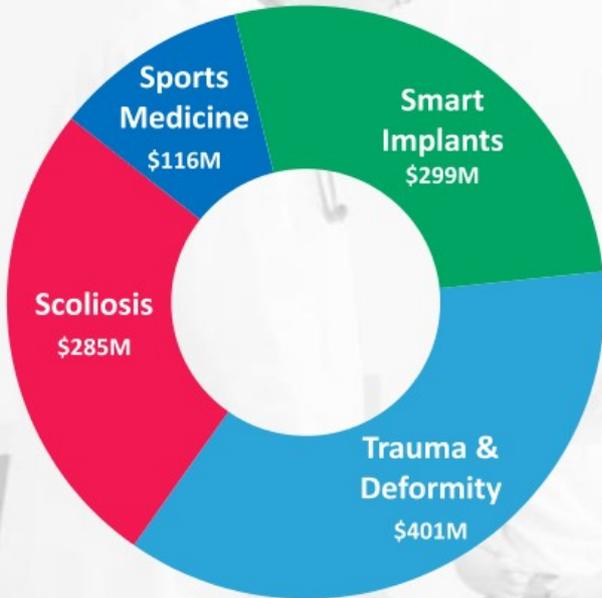
OP's Market Impact

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

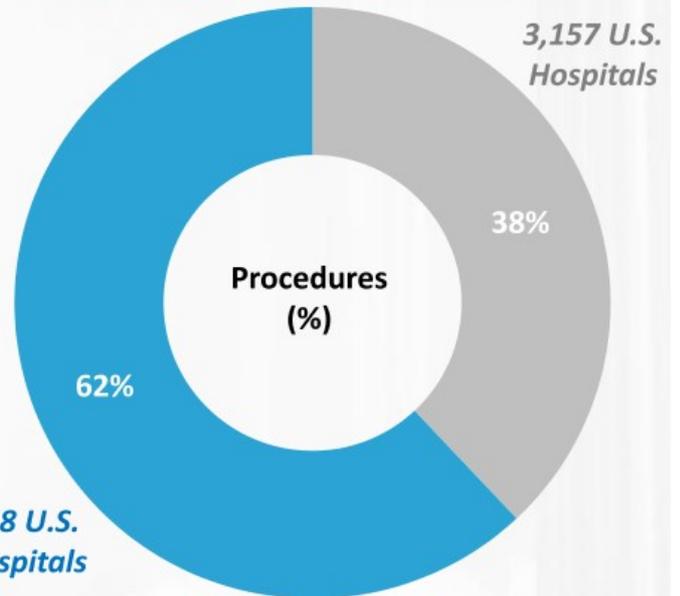


OP'S \$2.5 Billion Current Addressable Global Market

\$1.1 Billion U.S. Addressable Market



High Concentration of Pediatric Trauma & Deformity and Scoliosis Procedures

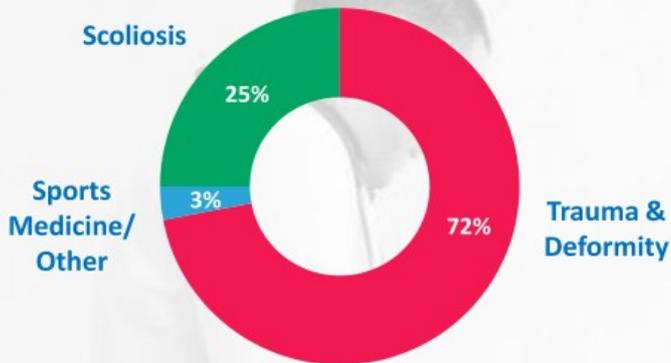


**Current products target three of the largest categories in Pediatric Orthopedics
Pipeline products underway to expand addressable market**



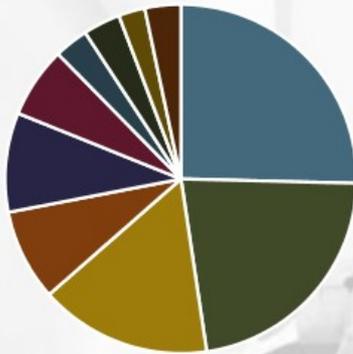
Product Line Diversification

2017 Revenue by Segment

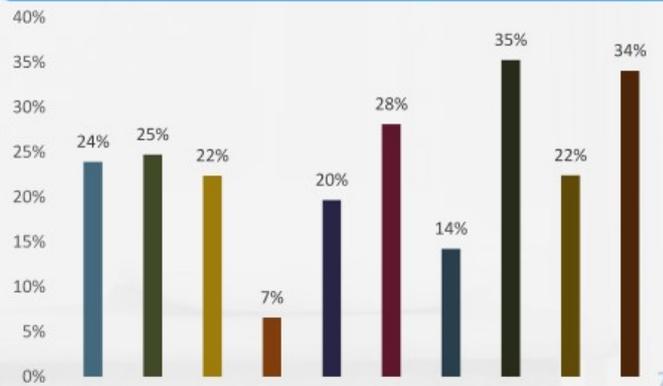


- \$46 million sales in 2017
- 22% revenue growth in 2017
- No dependency on one product family
- Growth across all products
- Comparable gross margins on all products

2017 Revenue by Product Family



2017 Revenue Growth % by Product Family





**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 Launched in 2017

Trauma & Deformity



PediPlate Physéal Tethering System



Titanium PediPlates® System
(expands physéal tethering offering)



Clavicle Plate System
(first pediatric specific system)

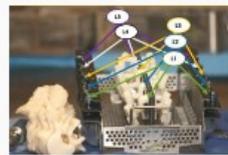


Wrist Fusion Plate System
(first pediatric specific system)

Scoliosis



RESPONSE 5.5mm and 5.5/6.0 Systems



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

Sports Medicine



ACL Reconstruction System



Medial Patella Femoral Ligament Reconstruction System
(complementary to ACL Reconstruction System)



5 Expected New Systems in 2018

Trauma & Deformity

3 Expected Product Launches in 2018s



Existing System: PediNail Intramedullary Nail System

FDA cleared May'18



PediNail Intramedullary Nail System
(expands into adolescent cases)



Osteogenesis Imperfecta Nail System



PediFoot
(first pediatric system)

Scoliosis

2 Expected Product Launches in 2018



Existing System: RESPONSE 5.5mm and 5.5/6.0



Existing System: BandLoc 5.5/6.0mm Sublaminar Banding System



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



BandLoc Duo System



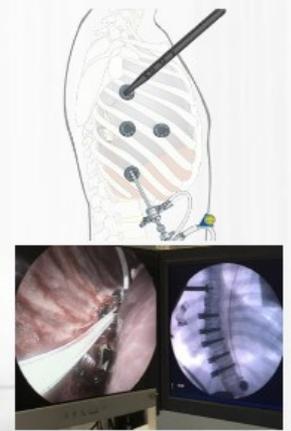
Smart Implants

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



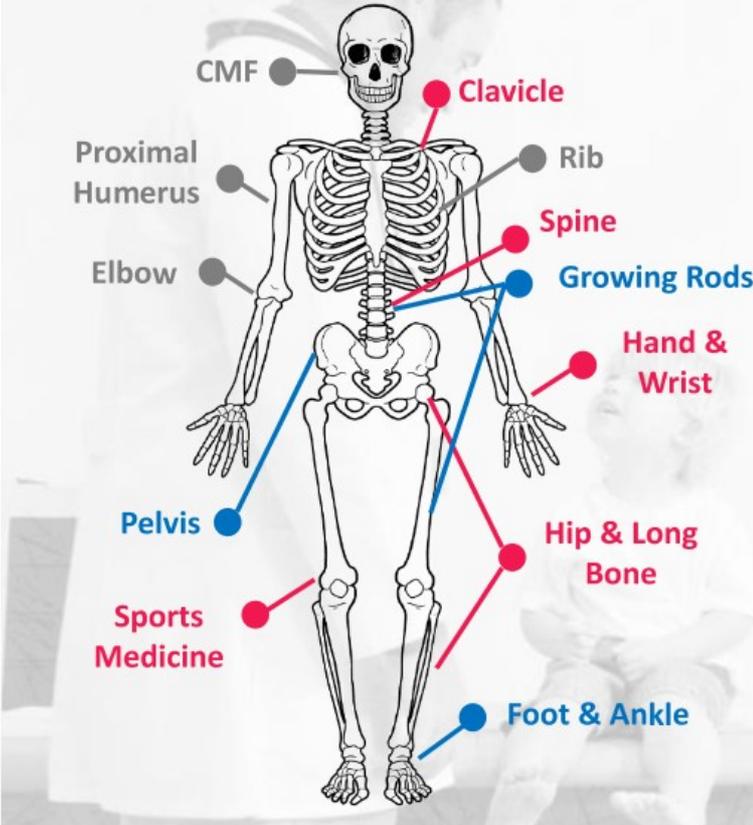
Spinal Tethering

- 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



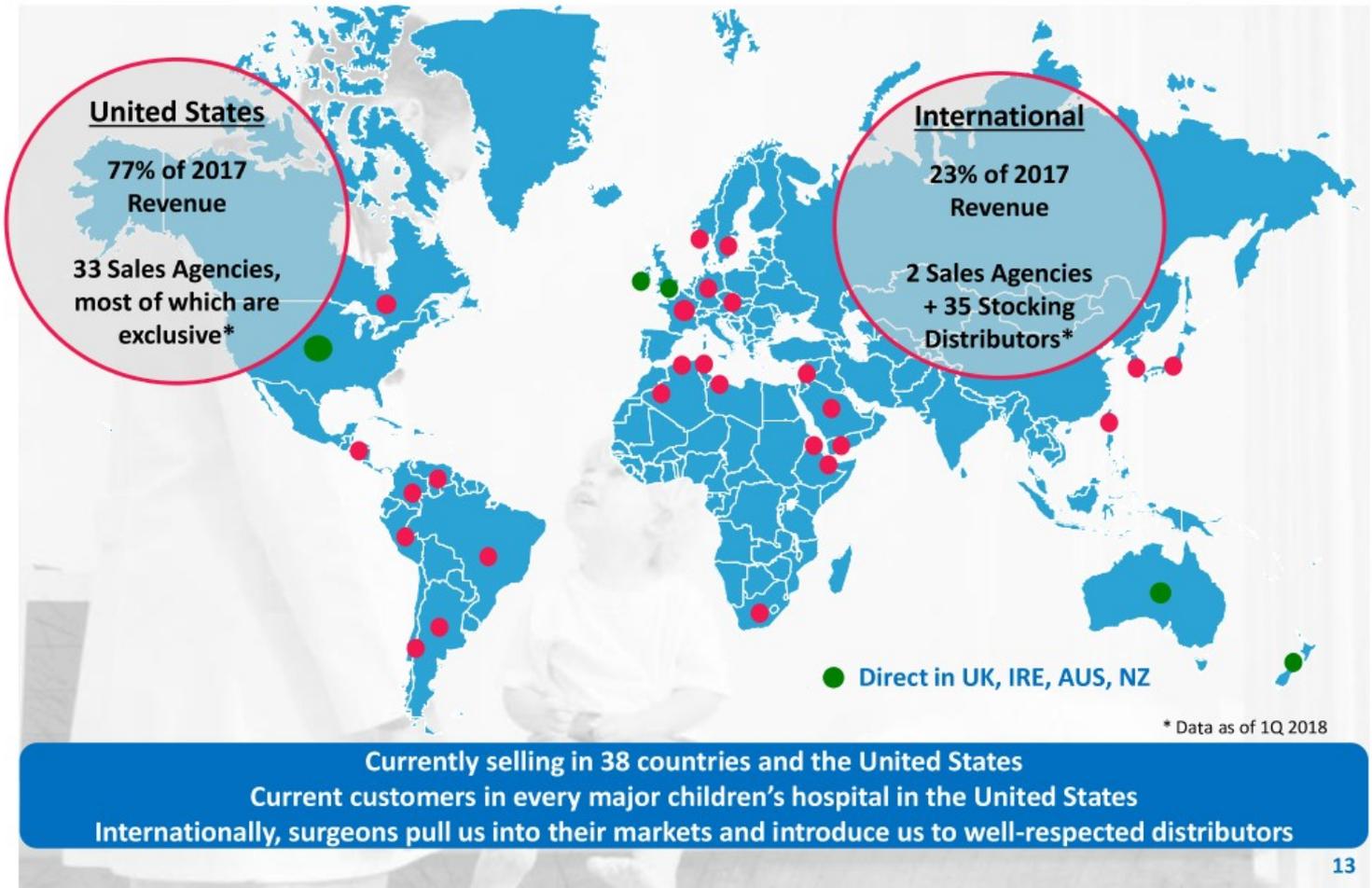


Expanding Our Addressable Market



Demonstrated ability to expand portfolio to full array of pediatric surgeries

- OP Today
- OP Tomorrow
- Now Under Development





New Competitors Would Face Formidable Obstacles



"The ship has sailed."

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



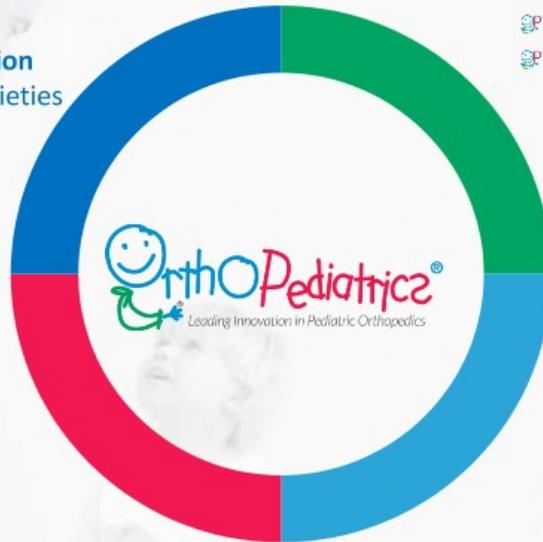
What Does Category Leadership Mean?

Surgeon relationships and clinical education

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

Broadest, most innovative product offering

- OP 11-year clinical understanding
- OP **New product pipeline**
- OP Gateway to pediatric market for distributed products and joint product developments



Robust organic growth opportunities

- OP \$2.5 billion addressable global market
- OP Limited focused competition
- OP Focused, experienced distribution
- OP **Instrument set placements drive growth**

Attractive growth and margin profile

- OP **Consistent growth** since inception
- OP **76% gross margin** in FY 2017
- OP **History of efficient capital utilization**

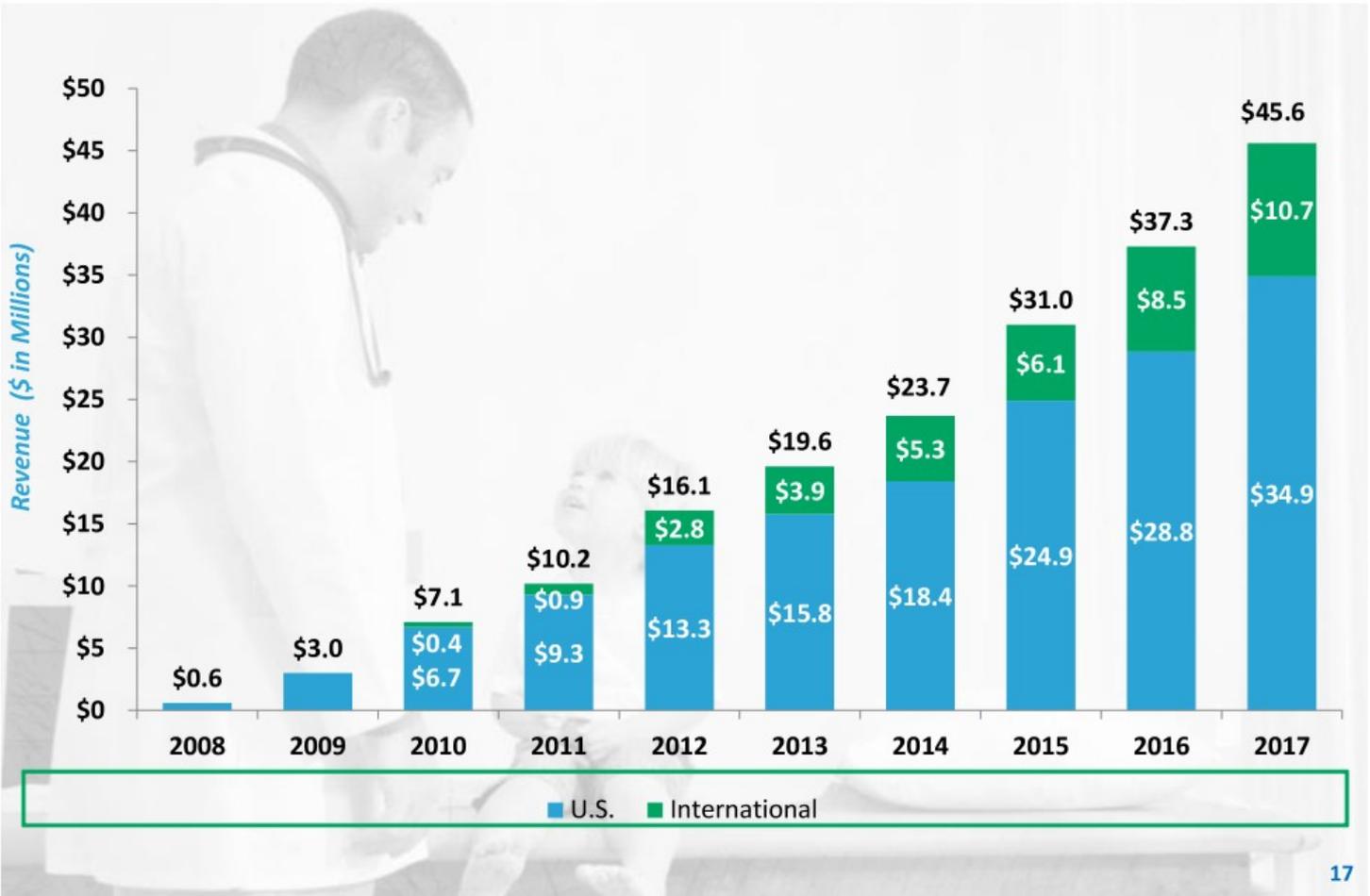


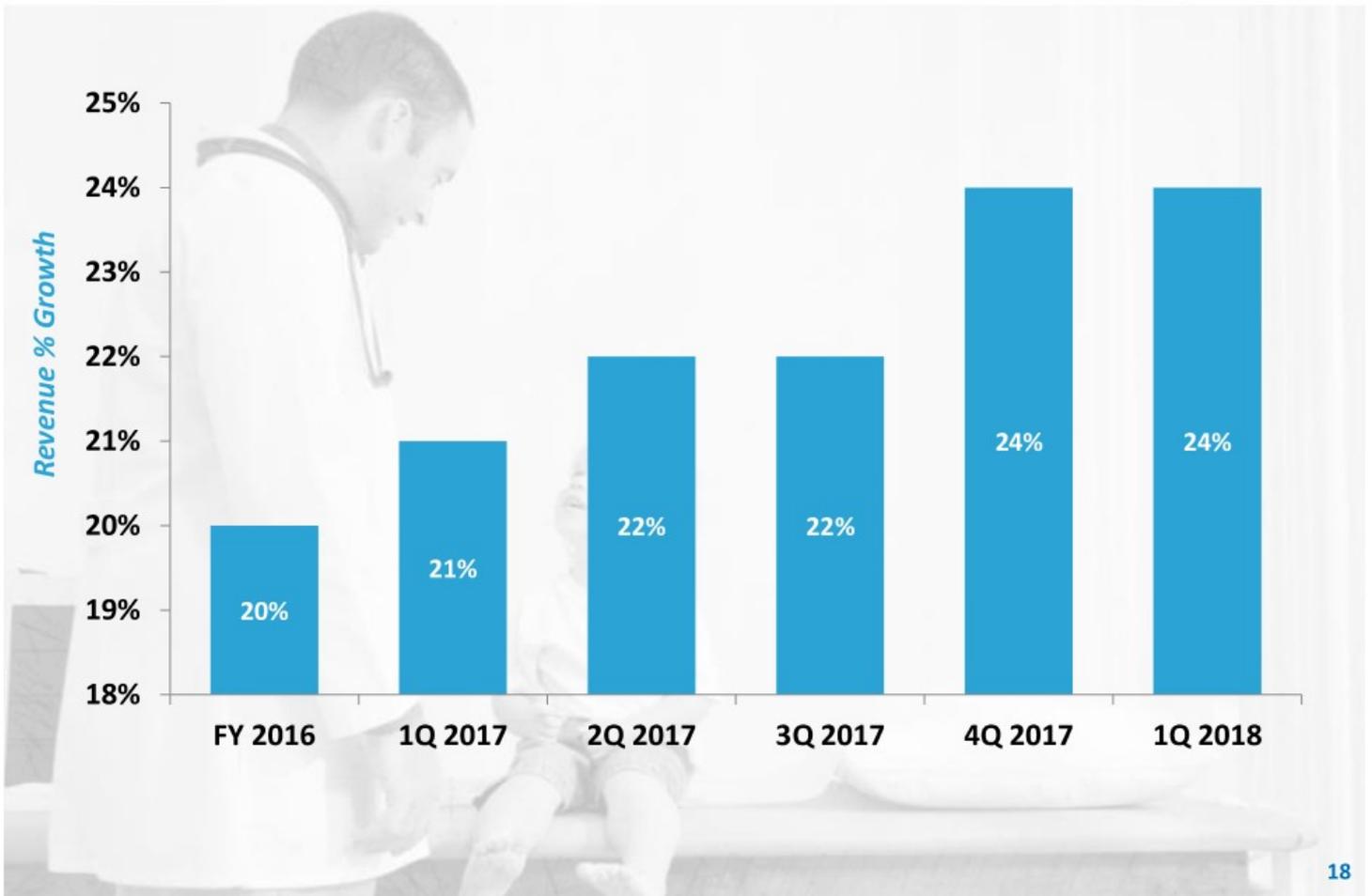
Financial Review





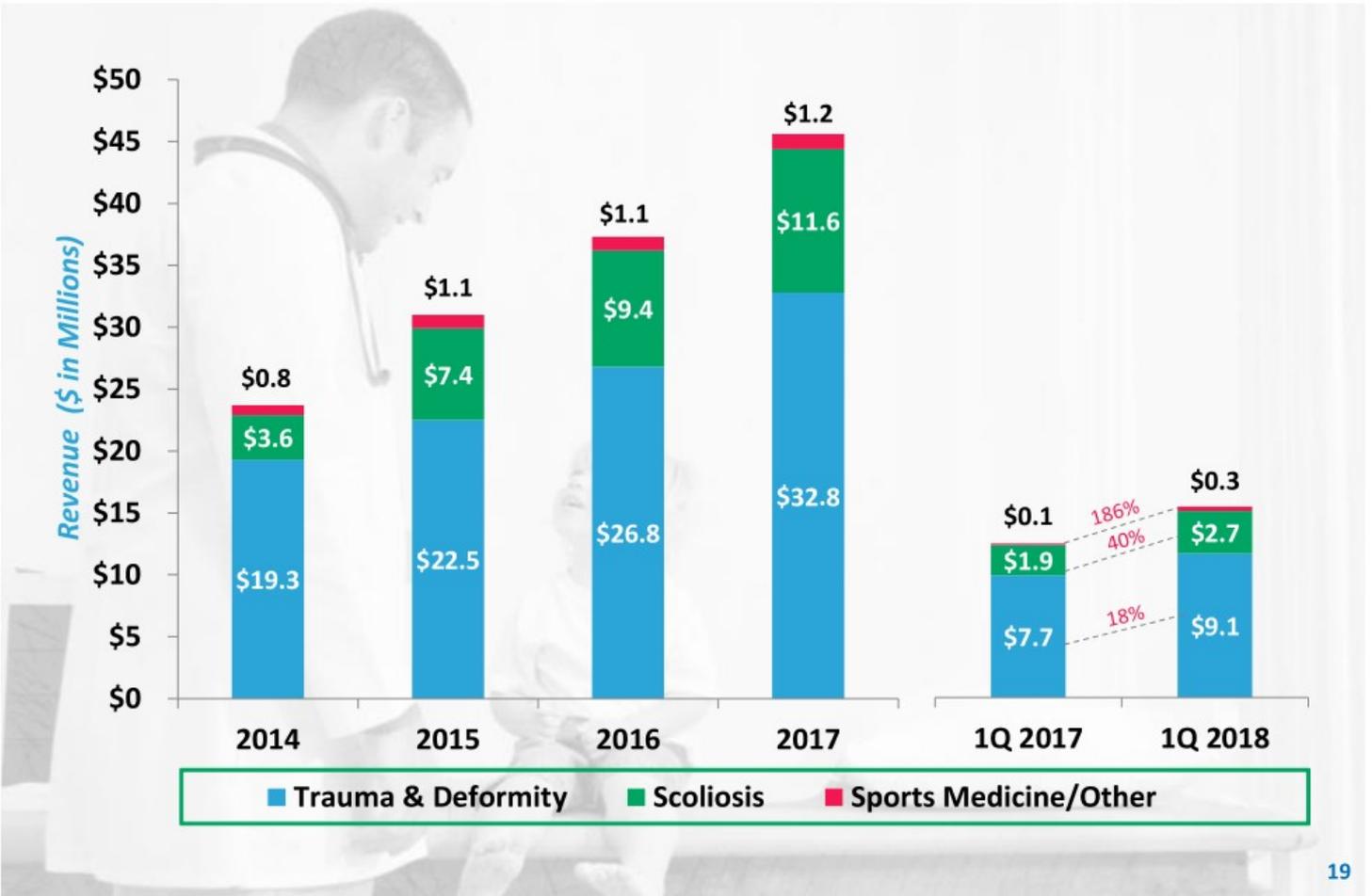
Consistent 20+% Revenue Growth Since Inception







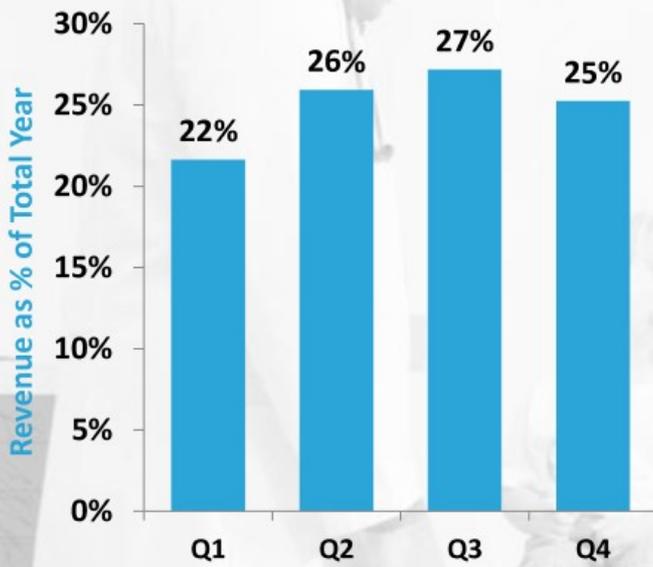
Category Revenue Summary



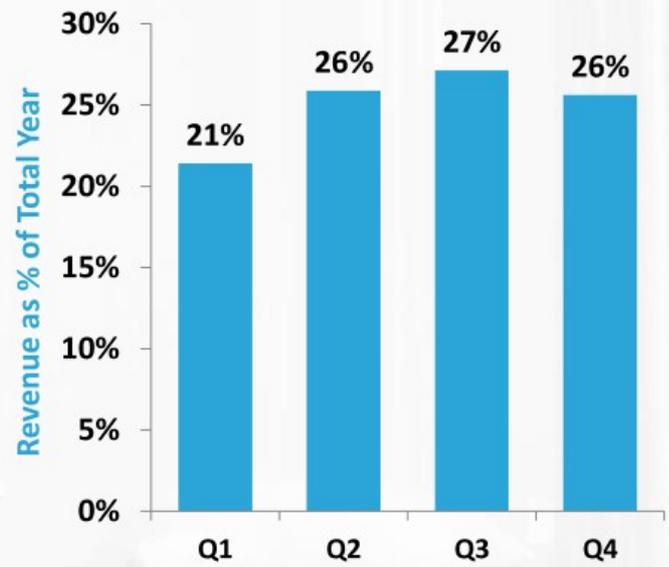


Seasonality Drives Stronger Performance in Summer Months and Holiday Periods

2016



2017





Income Statement Summary

(\$ in Millions)

	FY 2014	FY 2015	FY 2016	FY 2017	1Q 2018
Revenue	\$23.7	\$31.0	\$37.3	\$45.6	12.1
<i>Growth %</i>	<i>21%</i>	<i>31%</i>	<i>20%</i>	<i>22%</i>	<i>24%</i>
Gross Profit	\$16.6	\$21.6	\$26.4	\$34.5	\$8.9
<i>Margin %</i>	<i>70%</i>	<i>70%</i>	<i>71%</i>	<i>76%</i>	<i>74%</i>
Operating Expenses	\$23.7	\$28.2	\$32.5	\$40.9	\$13.3
Operating Loss	(\$7.1)	(\$6.6)	(\$6.1)	(\$6.5)	(\$4.4)
Net Loss	(\$9.5)	(\$7.9)	(\$6.6)	(\$8.9)	(\$5.0)



Adjusted EBITDA Reconciliation

(\$ in Millions)	Quarter Ended March 31,	
	2017	2018
Net Loss	(\$1.3)	(\$5.0)
Interest expense	0.4	0.6
Other expense (income)	0.0	0.1
Depreciation and amortization	0.5	0.7
Stock-based compensation	0.3	0.4
Accelerated vesting of restricted stock	-	1.8
Public company costs	-	0.3
Adjusted EBITDA	\$0.0	(\$1.2)



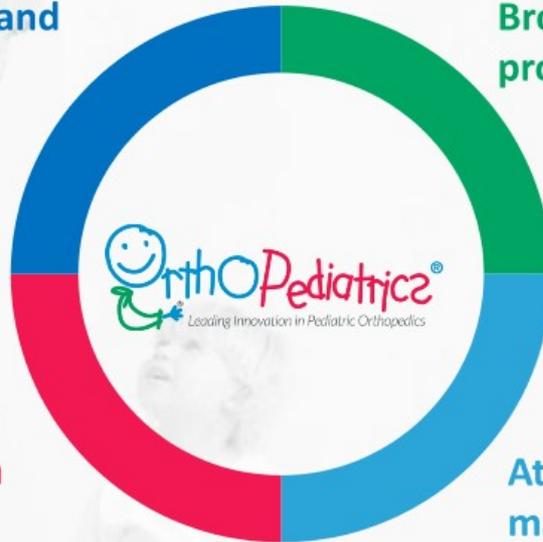
(\$ in Millions)
as of March 31, 2018

Assets		Liabilities	
Cash	\$34.6	Accounts Payable	\$7.2
Accounts Receivable	6.8	Debt	25.4
Inventory	23.4	Accrued Expenses	2.3
PP&E (net)	12.3	All Other Liabilities	0.9
Intangibles	2.4	Paid In Capital	152.6
All Other	1.1	Accumulated Deficit	(107.8)
Total Assets	\$80.6	Total Liabilities / Equity	\$80.6



Surgeon relationships and clinical education

Broadest, most innovative product offering



Robust organic growth opportunities

Attractive growth and margin profile

