
**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): November 15, 2023



Inari Medical, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-39293

(Commission File Number)

45-2902923

(IRS Employer
Identification No.)

6001 Oak Canyon, Suite 100

Irvine, California

(Address of Principal Executive Offices)

92618

(Zip Code)

Registrant's Telephone Number, Including Area Code: (877) 923-4747

(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 each exchange on which registered
Common stock, \$0.001 par value	NARI	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 2.01. Completion of Acquisition or Disposition of Assets.

Inari Medical, Inc. (the “Company”) previously announced on November 1, 2023 that Lombardi Sub, LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of the Company, the Company, as guarantor of Purchaser’s financial obligations, LimFlow S.A., a French limited liability company (société anonyme) (“LimFlow”), equity holders of LimFlow (the “Sellers”) and Shareholder Representative Services LLC, a Colorado limited liability company, entered into a Share Purchase Agreement (the “Purchase Agreement”) on October 31, 2023.

On November 15, 2023, the Company announced that it closed its acquisition of LimFlow (the “Closing”). Pursuant to the terms of the Purchase Agreement, the Company delivered approximately \$238.4 million to the Sellers at the Closing, after accounting for working capital, indebtedness, cash and transaction expenses. The Company funded the transaction from its existing cash balances.

The foregoing description of the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on November 2, 2023.

Item 7.01. Regulation FD Disclosure.

On November 15, 2023, the Company issued a press release announcing the Closing, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”) and incorporated herein by reference.

The information furnished under this Item 7.01 (including 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 otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing of the Company 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.**(a) Financial Statements of Businesses Acquired**

The Company intends to file financial statements in accordance with Item 9.01(a) as part of an amendment to this Report no later than 71 calendar days after the required filing date for this Report.

(b) Pro Forma Financial Information

The Company intends to file pro forma financial information in accordance with Item 9.01(b) as part of an amendment to this Report no later than 71 days after the required filing date for this Report

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Inari Medical, Inc., dated November 15, 2023
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.

INARI MEDICAL, INC.

Date: November 15, 2023

By: /s/ Andrew Hykes

Andrew Hykes

Chief Executive Officer and President
(Principal Executive Officer)



Inari Medical Closes Acquisition of LimFlow

IRVINE, Calif., November 15, 2023 (GLOBE NEWSWIRE) -- Inari Medical, Inc. (NASDAQ: NARI) ("Inari"), a medical device company with a mission to treat and transform the lives of patients suffering from venous and other diseases, today announced the close of its acquisition of LimFlow S.A., a privately-held pioneer in limb salvage for patients with chronic limb-threatening ischemia (CLTI).

"The close of the LimFlow acquisition allows us to begin to integrate this exciting technology that is offering new hope to patients suffering from CLTI," said Drew Hykes, CEO of Inari. "LimFlow addresses one of the most significant unmet needs in all of vascular medicine, is closely aligned with our mission and adds another highly differentiated growth platform into our portfolio."

On November 1, Inari announced a definitive agreement to acquire LimFlow, S.A. for a total upfront consideration of \$250 million paid in cash upon closing. Contingent consideration of up to \$165 million in additional cash payments are subject to the achievement of certain commercial and reimbursement milestones and will be paid out between 2025 and 2027. Inari funded the acquisition at close from existing cash resources.

About Inari Medical, Inc.

Patients first. No small plans. Take care of each other. These are the guiding principles that form the ethos of Inari Medical. We are committed to improving lives in extraordinary ways by creating innovative solutions for both unmet and underrecognized health needs. In addition to our purpose-built products, we leverage our capabilities in education, clinical research, and program development to improve patient outcomes. We are passionate about our mission to establish our treatments as the standard of care for venous thromboembolism and beyond. We are just getting started.

Forward Looking Statements in this press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to substantial risks and uncertainties. Forward-looking statements contained in this press release may be identified by the use of words such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements include, among others, potential strategic benefits of the LimFlow acquisition, and are based on Inari's current expectations, forecasts, and assumptions, are subject to inherent uncertainties, risks and assumptions that are difficult to predict, and actual outcomes and results could differ materially due to a number of factors. These and other risks and uncertainties include

those described more fully in the section titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” and elsewhere in its Annual Report on Form 10-K for the period ended December 31, 2022, and in its other reports filed with the U.S. Securities and Exchange Commission. Forward-looking statements contained in this announcement are based on information available to Inari as of the date hereof and are made only as of the date of this release. Inari undertakes no obligation to update such information except as required under applicable law. These forward-looking statements should not be relied upon as representing Inari’s views as of any date subsequent to the date of this press release. In light of the foregoing, investors are urged not to rely on any forward-looking statement in reaching any conclusion or making any investment decision about any securities of Inari.

Investor Contact:

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