
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

INARI MEDICAL, INC.
(Name of Subject Company)

INARI MEDICAL, INC.
(Name of Person Filing Statement)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

45332Y109
(CUSIP Number of Class of Securities)

Andrew Hykes
Chief Executive Officer
6001 Oak Canyon, Suite 100
Irvine, California 92618
Telephone: (877) 923-4747

(Name, address, and telephone number of persons authorized to receive notices and communications
on behalf of the person filing statement)

Copies to:

Raaj S. Narayan, Esq.
Steven R. Green, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 filing consists of the following communications related to the proposed acquisition of Inari Medical, Inc., a Delaware corporation (the "Company"), pursuant to the terms of the Agreement and Plan of Merger, dated as of January 6, 2025 (the "Merger Agreement"), by and between the Company and Stryker Corporation, a Michigan corporation:

- Email from Michael Daw, Sr. Director, Supply Chain, of the Company, sent to certain of the Company's vendors, dated January 15, 2025 (Exhibit 99.1)
 - Email from Craig Markovitz, Vice President, Clinical Research, of the Company, sent to certain of the Company's clinical researchers, dated January 15, 2025 (Exhibit 99.2)
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Forward-Looking Statements

This communication may contain “forward-looking statements” 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. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including all statements regarding the intent, belief or current expectation of Inari and members of its management team. Forward-looking statements may include, without limitation, statements about the closing of the proposed acquisition of Inari and the expected benefits of such transaction. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and are cautioned not to place undue reliance on these forward-looking statements.

Actual results may differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause the actual results to differ from expectations contemplated by forward-looking statements include: uncertainties as to the timing of the tender offer and merger; uncertainties as to how many of Inari’s stockholders will tender their stock in the tender offer; the possibility that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived on the anticipated timeframe or at all, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the effects of the transaction on relationships with employees, other business partners or governmental entities; the difficulty of predicting the timing or outcome of regulatory approvals or actions, if any; the impact of competitive products and pricing; other business effects, including the effects of industry, economic or political conditions outside of Inari’s control; transaction costs; the risk of litigation and/or regulatory actions related to the proposed transaction; actual or contingent liabilities; and other risks and uncertainties detailed from time to time in Inari’s periodic and other reports filed with the SEC, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K.

All forward-looking statements contained in this communication 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 communication. 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.

Additional Information and Where to Find It

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Inari files annual, quarterly and current reports, proxy statements and other information with the SEC. Inari's filings with the SEC are available for free to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Email from Michael Daw, Sr. Director, Supply Chain, of the Company, sent to certain of the Company's vendors, dated January 15, 2025</u>
99.2	<u>Email from Craig Markovitz, Vice President, Clinical Research, of the Company, sent to certain of the Company's clinical researchers, dated January 15, 2025</u>

Dear Valued Partner,

I am reaching out with some exciting news. Recently, we announced that Inari is being acquired by Stryker. You can read the press release we issued announcing the transaction here.

We believe that combining Inari's world-class VTE treatments with Stryker's capabilities and global footprint will allow us to build on our momentum, enter new markets and further impact patients. Together, we will be better positioned to accelerate the development of innovative new solutions and impact more patients around the world. Our partners are important to our ability to deliver on our mission, and we expect to find new ways to work together as we grow our business with Stryker.

While today's announcement is an important milestone for our company, it is only the first step in our work to become part of Stryker. Until the transaction closes, which we expect to occur in the first quarter of 2025, subject to customary closing conditions, Inari remains an independent company and we are operating business as usual. This means there are no near-term changes to our existing contracts or how we work with you.

We are focused on executing a smooth transition for all of our stakeholders.

On behalf of the entire Inari team, thank you for your continued partnership.

Sincerely,
Michael Daw
Sr. Director, Supply Chain
Inari Medical

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if any; the impact of competitive products and pricing; other business effects, including the effects of industry, economic or political conditions outside of Inari's control; transaction costs; the risk of litigation and/or regulatory actions related to the proposed transaction; actual or contingent liabilities; and other risks and uncertainties detailed from time to time in Inari's periodic and other reports filed with the SEC, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K.

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Dear Valued Partner –

On January 6, 2025 we announced that Inari Medical has entered into a definitive agreement to be acquired by Stryker. You can read the press release announcing the transaction [linked here](#). This is an exciting development that will greatly benefit patients, physicians, and hospitals. **What will not change is the commitment to our products, clinical trials, physician support and partnership, and most importantly, our mission.**

By combining Inari's world-class VTE treatments and dedicated team of Clot Warriors with Stryker's capabilities and global footprint, we will be even better positioned to enter new markets and accelerate the transformation of care for our customers and their patients around the world.

While this transaction will bring about a change in Inari's ownership, what remains constant is our commitment to our patient-first Ethos. We remain focused on empowering you with innovative products, clinical data, and training/education to deliver the best outcomes for your patients.

Until the transaction closes, which we expect to occur in the first quarter of 2025, subject to customary closing conditions, Inari remains an independent company and we are operating business as usual. This means there are no near-term changes to how we work with you.

We thank you for your continued partnership in the service of patients and hope you share our excitement about what's to come.

Sincerely,

Craig Markovitz, PhD
Vice President, Clinical Research
Inari Medical

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