

**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): January 24, 2025**

**VERADIGM INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35547**  
(Commission  
File Number)

**36-4392754**  
(IRS Employer  
Identification No.)

**222 Merchandise Mart**  
**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60654**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 800 334-8534**

(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, par value \$0.01 per share	MDRX	N/A (OTC Expert 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 24, 2025, Elizabeth A. Altman informed the board of directors (the “Board”) of Veradigm Inc. (the “Company”) of her decision to resign as a director of the Company, including from her positions as Chair of the Audit Committee of the Board (the “Audit Committee”) and as a member of the Audit Committee and the Nominating and Governance Committee of the Board, effective January 28, 2025, due to health reasons. Effective as of Ms. Altman’s resignation, the Board appointed P. Gregory Garrison to the Audit Committee and as Interim Chair of the Audit Committee, and the Board reduced the size of the Board from six directors to five directors.

**Item 7.01 Regulation FD Disclosure.**

On January 30, 2025, the Company issued a press release announcing the resignation of Ms. Altman and the appointment of Mr. Garrison to serve as Interim Chair of the Audit Committee. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Also on January 30, 2025, the Company issued a press release announcing the conclusion of the Company’s exploration of strategic alternatives, the Company’s engagement in an operational review and the Company’s intent to provide certain updates on its business and financial performance in mid-March 2025. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01 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.*

**Exhibit No.**

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|------|--|
| 99.1 | <a href="#">Press release issued by Veradigm Inc. on January 30, 2025 regarding resignation of Beth Altman</a>   |
| 99.2 | <a href="#">Press release issued by Veradigm Inc. on January 30, 2025 regarding conclusion of exploration of strategic alternatives and announcement of operational review</a> |
| 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 hereunto duly authorized.

**VERADIGM INC.**

Date: January 30, 2025

By: /s/ Eric Jacobson  
Eric Jacobson  
Senior Vice President, Deputy General Counsel  
and Corporate Secretary



### **Veradigm Announces the Resignation of Board Director Beth Altman Due to Health Reasons**

**CHICAGO – January 30, 2025** – **Veradigm**<sup>®</sup> (OTCMKTS: MDRX), a leading provider of healthcare data and technology solutions, today announced that on January 28, 2025 Beth Altman stepped down from the Company’s Board of Directors (“Board”) due to health reasons. Her decision to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices. Ms. Altman’s resignation has no impact on the Company’s ongoing restatement of its 2022 financial statements.

Altman has been a valued advisor since 2020 and, as Audit Committee Chair, has been instrumental in helping the Company navigate a challenging period. Following Altman’s resignation, the Board appointed Greg Garrison to the Audit Committee of the Board and as interim Chair of the Audit Committee. Garrison previously served as the Chair of the Audit Committee from May 2016 through June 2022.

“On behalf of the entire Board, I thank Beth for the insight, dedication, and expertise that she brought to Veradigm,” said Greg Garrison, Chairman of the Board. “We are grateful for her valuable contributions and wish her all the best.”

### **Stockholder Input Welcomed on Board Refreshment**

The Board is seeking input from stockholders in identifying highly qualified individuals with significant relevant experience to serve on the Board. Stockholders interested in submitting potential candidates should contact Jenny Gelinias, whose contact information is below.

### **About Veradigm<sup>®</sup>**

Veradigm is a healthcare technology company that drives value through its unique combination of platforms, data, expertise, connectivity, and scale. The Veradigm Network features a dynamic community of solutions and partners providing advanced insights, technology, and data-driven solutions for the healthcare provider, payer, and biopharma markets. For more information about how Veradigm is fulfilling its mission of Transforming Health, *Insightfully*, visit [www.veradigm.com](http://www.veradigm.com), or find Veradigm on LinkedIn, Facebook, Twitter, Instagram, and YouTube.

### **For more information contact:**

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## Veradigm Concludes Exploration of Strategic Alternatives and Announces Operational Review

*Engaged an Independent Strategic Advisor to Refine Go-Forward Plan*

*Company to Provide a Financial and Business Update in March*

**CHICAGO – January 30, 2025** – Veradigm® (OTCMKTS: MDRX), a leading provider of healthcare data and technology solutions, announced today that the Veradigm Board of Directors (the “Board”) completed its previously announced review of strategic alternatives to maximize stockholder value.

### Review of Strategic Alternatives

Throughout the review process, the Board, in collaboration with its financial and legal advisors, evaluated potential strategic opportunities, including a possible sale of the Company. Following the May 2024 public announcement of the process, the Company entered into confidentiality agreements with more than 30 parties and engaged with a wide range of potential counterparties, including potential strategic partners and financial sponsors. Five bidders submitted preliminary, non-binding indications of interest. However, the Company did not receive any final proposals.

“The Board undertook the review of strategic alternatives with the primary objective of maximizing stockholder value,” stated Greg Garrison, Chairman of the Board. “After engaging with over 30 parties, the Board has unanimously decided to end the strategic review. However, we remain open to all opportunities that enhance stockholder value.”

Mr. Garrison continued, “The Board and management felt it was essential for Veradigm to share this announcement to maintain transparency with our investors, employees, customers, and partners regarding the execution and outcome of the strategic review. Our leadership team is focused on completing the restatement of Veradigm’s 2022 financial statements, becoming current in Veradigm’s financial reporting and relisting our common stock, executing our standalone strategy, and delivering end-to-end solutions that empower our clients and strengthen provider relationships.”

### Go-Forward Plan

As a part of ongoing strategic planning, Veradigm has engaged an independent strategic advisory firm to assist in refining the go-forward plan for the business. The objective of the business review is to identify potential operational improvements and improve organizational alignment, all designed to generate profitable growth. This reflects the Company’s commitment to positioning the business for long-term success while exploring paths to drive stockholder value.

As Veradigm moves forward with its standalone strategy, it remains fully committed to long-term growth and profitability. Veradigm’s unique approach, built on connectivity, scale, and expertise, makes it a market leader in empowering clients and providing a high-quality, end-to-end experience.

“We believe Veradigm remains well-positioned to capitalize on the significant market opportunity ahead of us,” said Tom Langan, interim Chief Executive Officer of Veradigm. “Our leadership team has been working closely on developing the best path forward for our employees, our clients, and our stockholders.”





## Financial and Business Update

In mid-March 2025, Veradigm intends to provide updated fiscal year 2023 and preliminary fiscal year 2024 estimated unaudited financial ranges and a business and audit update. Veradigm will host a conference call and webcast at that time. Following that March investor update, Veradigm plans to return to a regular cadence of providing investor updates, including providing financial guidance.

“The Board and management team deeply appreciate the support of our employees, customers, partners, and investors,” said Mr. Langan. “As we move forward, our focus remains on executing our strategy to deliver maximum value for our customers and stockholders.”

## About Veradigm®

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## Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements regarding the Company’s positioning to capitalize on market opportunities and the Company’s future plans to communicate with investors. These forward-looking statements are based on the current beliefs and expectations of the Company’s management with respect to future events, only speak as of the date that they are made, and are subject to significant risks and uncertainties. Such statements can be identified by the use of words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plan,” “predicts,” “will,” “would,” “could,” “continue,” “can,” “may,” “look forward,” “aim,” “hopes,” “seek,” and similar terms, although not all forward-looking statements contain such words or expressions. Actual results could differ significantly from those set forth in the forward-looking statements.

Important factors that may cause actual results to differ materially from those in the forward-looking statements include, among others, factors contained in the “Risk Factors” section and elsewhere in the Company’s filings with the U.S. Securities and Exchange Commission from time to time, including, but not limited to, its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, and its Current Report on Form 8-K filed on January 10, 2024. The Company does not undertake to update any forward-looking statements to reflect changed assumptions, the impact of circumstances or events that may arise after the date of the forward-looking statements, or other changes over time, except as required by law.

## For more information contact:

### Investors:

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