

**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 30, 2020

ALLSCRIPTS HEALTHCARE SOLUTIONS, 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 Plaza, Suite 2024, Chicago, Illinois 60654
(Address of Principal Executive Offices) (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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.01 per share	MDRX	The Nasdaq Stock Market LLC (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 1.01 Entry into a Material Definitive Agreement.

Accelerated Share Repurchase Program

On November 30, 2020, Allscripts Healthcare Solutions, Inc., a Delaware corporation (the “Company”) entered into a master confirmation (each a “Master ASR Confirmation”) and a supplemental confirmation (together with the related Master ASR Confirmation, an “ASR Agreement”), with each of JPMorgan Chase Bank, National Association and Wells Fargo Bank, National Association (each, an “ASR Counterparty”), as part of the Company’s share repurchase program. Under the ASR Agreements, the Company will pay a total of \$200 million to the ASR Counterparties and receive a total of approximately 11.7 million shares of the Company’s common stock (the “Common Stock”) from the ASR Counterparties on December 1, 2020. The total number of shares of Common Stock that the Company will repurchase under each ASR Agreement will be based on the average of the daily volume-weighted average prices of the Common Stock during the term of such ASR Agreement, less a discount. At settlement, each ASR Counterparty may be required to deliver additional shares of Common Stock to the Company, or, under certain circumstances, the Company may be required to make a cash payment or deliver shares of Common Stock to the applicable ASR Counterparty.

Each ASR Agreement contains the principal terms and provisions governing the accelerated share repurchase, including, but not limited to, the mechanism used to determine the number of shares of Common Stock that will be delivered, the required timing of delivery of the shares, the circumstances under which the applicable ASR Counterparty is permitted to make adjustments to valuation and calculation periods, and various acknowledgements, representations and warranties made by the Company and the applicable ASR Counterparty to one another. Each ASR Agreement also provides that the applicable ASR Counterparty can terminate the transaction following the occurrence of certain specified events, including major corporate transactions involving the Company.

The ASR Agreements were entered into pursuant to the Company’s existing share repurchase program. The Company previously announced that its Board of Directors had approved a new share repurchase program under which the Company may purchase up to \$300 million of its Common Stock through December 31, 2021. After taking into account the \$200 million of Common Stock expected to be repurchased pursuant to the ASR Agreements, the Company expects to have approximately \$67 million of remaining share repurchase authorization available.

The ASR Counterparties and their affiliates have performed, and may in the future perform, various commercial banking, investment banking and other financial advisory services for the Company and its subsidiaries for which they have received, and will receive, customary fees and expenses.

Item 8.01 Other Events.

On December 1, 2020, the Company issued a press release announcing that the Company has entered into the ASR Agreements. A copy of the Company’s press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description
99.1	Press release issued by Allscripts Healthcare Solutions, Inc. on December 1, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Date: December 1, 2020

By: /s/ Eric Jacobson
Eric Jacobson
Senior Vice President and Corporate Secretary

Allscripts Announces \$200 Million Accelerated Share Repurchase

CHICAGO – December 1, 2020 – Allscripts Healthcare Solutions (NASDAQ: MDRX) today announced that as part of its capital return program it has entered into accelerated share repurchase (“ASR”) transactions with each of JPMorgan Chase Bank, National Association and Wells Fargo Bank, National Association to repurchase an aggregate of \$200 million of its common stock.

“The accelerated share repurchase demonstrates our commitment to delivering near-term value to our shareholders, our strong liquidity position and our confidence in the long-term strategy and earnings potential of Allscripts,” said Rick Poulton, Allscripts President and Chief Financial Officer.

Under the terms of the ASR transactions, Allscripts will receive an aggregate initial share delivery of approximately 11.7 million shares, with the remainder, if any, delivered upon completion of the transactions. The purchase price per share under each ASR transaction is expected to be based on the volume-weighted average price of Allscripts’ common stock during the term of the ASR, less a discount. The exact number of shares repurchased pursuant to each ASR transaction will be determined based on such purchase price.

The ASR transactions were entered into pursuant to Allscripts’ existing share repurchase program. Allscripts previously announced that its Board of Directors had approved a new share repurchase program under which Allscripts may purchase up to \$300 million of its common stock through December 31, 2021. After taking into account prior open market purchases and the \$200 million of shares to be repurchased under these ASR transactions, Allscripts expects to have approximately \$67 million of remaining share repurchase authorization available.

About Allscripts

Allscripts (NASDAQ: MDRX) is a leader in healthcare information technology solutions that advance clinical, financial and operational results. Our innovative solutions connect people, places and data across an Open, Connected Community of Health™. Connectivity empowers caregivers to make better decisions and deliver better care for healthier populations. To learn more, visit www.allscripts.com, [Twitter](#), [YouTube](#) and [It Takes a Community: The Allscripts Blog](#).

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Statements regarding future events or developments, our future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future are forward-looking statements with the meaning of these laws. These forward-looking statements are subject to a number of risks and uncertainties. As a result, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on our results of operations or financial condition. See our Annual Report on Form 10-K for 2019 and other public filings with the SEC for a further discussion of these and other risks and uncertainties applicable to our business. The statements herein speak only as of their date and we undertake no duty to update any forward-looking statement whether as a result of new information, future events or changes in expectations.