

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 2, 2024

ADDUS HOMECARE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34504
(Commission
File Number)

20-5340172
(I.R.S. Employer
Identification No.)

6303 Cowboys Way, Suite 600
Frisco, Texas
(Address of principal executive offices)

75034
(Zip Code)

(469) 535-8200
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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 per share	ADUS	The Nasdaq Stock Market, LLC

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.

On December 2, 2024, Addus HealthCare, Inc., an Illinois corporation (“Addus HealthCare”), a wholly-owned subsidiary of Addus HomeCare Corporation (the “Company”), completed its acquisition of the personal care business (the “Acquired Business”) of Curo Health Services, LLC, a Delaware limited liability company, which does business as Gentiva (“Gentiva”). Pursuant to the terms of the previously announced Purchase Agreement (the “Purchase Agreement”), dated as of June 8, 2024, Addus HealthCare acquired (A) all of the outstanding equity interests of (i) IntegraCare of Abilene, LLC, a Texas limited liability company, (ii) NP Plus, LLC, a Delaware limited liability company, (iii) Girling Health Care Services of Knoxville, Inc., a Tennessee corporation, and (iv) Girling Health Care, Inc., a Texas corporation and (B) certain assets and liabilities of (i) Central Arizona Home Health Care, Inc., an Arizona corporation, (ii) Community Home Care & Hospice, LLC, a Delaware limited liability company, (iii) TNMO Healthcare, LLC, a Delaware limited liability company, and (iv) Odyssey HealthCare Operating A, LP, a Delaware limited partnership, for an aggregate purchase price, in cash, of \$350 million, subject to customary adjustments for working capital and other items. The purchase was funded through the Company’s existing revolving credit facility and a portion of the net proceeds of the Company’s public offering of common stock, which closed on June 28, 2024.

The Acquired Business includes operations in Arizona, Arkansas, California, Missouri, North Carolina, Tennessee and Texas.

The Purchase Agreement contains customary representations, warranties and covenants made by Addus Healthcare and Gentiva. Addus Healthcare purchased a buy-side representations and warranties insurance policy, which is subject to certain policy limits, exclusions, deductibles and other terms and conditions. The Purchase Agreement also contains customary indemnification obligations of each party with respect to breaches of their respective covenants and certain other specified matters.

Item 7.01 Regulation FD Disclosure

On December 2, 2024, the Company issued a press release announcing the completion of the acquisition of the Acquired Business. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01 and 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”), and shall not be deemed to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.**(a) Financial Statements of Business Acquired.**

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date this initial report on Form 8-K must be filed.

(b) Pro Forma Financial Information.

The pro forma financial statements required by Item 9.01(b) of Form 8-K will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date this initial report on Form 8-K must be filed.

(c) Not applicable.**(d) Exhibits:**

Exhibit No.	Description
10.1	Stock and Asset Purchase Agreement, dated June 8, 2024, by and between Addus HomeCare Corporation and Curo Health Services, LLC (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K/A filed on June 26, 2024 and incorporated by reference herein).
99.1	Press Release of Addus HomeCare Corporation dated December 2, 2024.
104	Cover Page Interactive Data File (embedded within 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.

ADDUS HOMECARE CORPORATION

Date: December 2, 2024

By: /s/ Brian Poff
Brian Poff
Chief Financial Officer



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ADDUS HOMECARE COMPLETES ACQUISITION OF PERSONAL CARE OPERATIONS OF GENTIVA

Company Adds Annualized Revenues of Approximately \$280 Million in Seven States and Enters Texas as the State's Largest Personal Care Provider

Frisco, Texas (December 2, 2024) – Addus HomeCare Corporation (Nasdaq: ADUS), a provider of home care services, today announced it has completed the acquisition of the personal care operations of Gentiva, which serve over 16,000 consumers per day in a seven-state service area of Arizona, Arkansas, California, Missouri, North Carolina, Tennessee and Texas. Addus funded the acquisition through a combination of cash on hand representing a portion of the proceeds of the Company's recent public offering of common stock and its existing revolving credit facility.

Commenting on the announcement, Dirk Allison, Chairman and Chief Executive Officer of Addus, stated, "We are excited to add the personal care operations of Gentiva, which will significantly expand our market coverage in seven states, including the new markets of Texas and Missouri. Notably, we will now be the largest provider of personal care services in the state of Texas. We welcome Gentiva's experienced personal care operational leadership and caregivers to the Addus family. With our shared experience and expertise, we are well positioned to leverage the strength of the combined operations and provide more consumers and their families with safe, cost-effective care in the preferred home setting. Our respective transition teams have been working together over the past six months to facilitate the integration of these operations.

"This important acquisition aligns with our strategy to build scale in existing markets as well as enter select new markets where we can immediately establish a significant personal care presence. Importantly, we also expect this transaction to be accretive to our financial results, adding annualized revenues of approximately \$280 million. Going forward, we will continue to pursue additional acquisitions that meet our criteria and complement our organic growth initiatives. We have the capital structure and financial flexibility to support our growth strategy in 2025 and beyond," added Allison.

Forward-Looking Statements

Certain matters discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by words such as "preliminary," "continue," "expect," and similar expressions. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. Forward-looking statements involve a number

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of risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements, including discretionary determinations by government officials, the consummation and integration of acquisitions, transition to managed care providers, our ability to successfully execute our growth strategy, unexpected increases in SG&A and other expenses, expected benefits and unexpected costs of acquisitions and dispositions, management plans related to dispositions, the possibility that expected benefits may not materialize as expected, the failure of the business to perform as expected, changes in reimbursement, changes in government regulations, changes in Addus HomeCare's relationships with referral sources, increased competition for Addus HomeCare's services, changes in the interpretation of government regulations, the uncertainty regarding the outcome of discussions with managed care organizations, changes in tax rates, the impact of adverse weather, higher than anticipated costs, lower than anticipated cost savings, estimation inaccuracies in future revenues, margins, earnings and growth, whether any anticipated receipt of payments will materialize, any security breaches, cyber-attacks, loss of data or cybersecurity threats or incidents, and other risks set forth in the Risk Factors section in Addus HomeCare's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2024, and Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2024, which are available at www.sec.gov. The financial information described herein and the periods to which they relate are preliminary estimates that are subject to change and finalization. There is no assurance that the final amounts and adjustments will not differ materially from the amounts described above, or that additional adjustments will not be identified, the impact of which may be material. Addus HomeCare undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In addition, these forward-looking statements necessarily depend upon assumptions, estimates and dates that may be incorrect or imprecise and involve known and unknown risks, uncertainties, and other factors. Accordingly, any forward-looking statements included in this press release do not purport to be predictions of future events or circumstances and may not be realized.

About Addus HomeCare

Addus HomeCare is a provider of home care services that primarily include personal care services that assist with activities of daily living, as well as hospice and home health services. Addus HomeCare's consumers are primarily persons who, without these services, are at risk of hospitalization or institutionalization, such as the elderly, chronically ill and disabled. Addus HomeCare's payor clients include federal, state, and local governmental agencies, managed care organizations, commercial insurers, and private individuals. Addus HomeCare currently provides home care services to over 48,500 consumers through 214 locations across 22 states. For more information, please visit www.addus.com.

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