

**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): April 3, 2025**

**GLOBUS MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35621**  
(Commission  
File Number)

**04-3744954**  
(IRS Employer  
Identification Number)

**2560 GENERAL ARMISTEAD AVENUE, AUDUBON, PA 19403-5214**  
(Address of principal executive offices) (Zip Code)

**(610) 930-1800**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 (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	Name of each exchange on which registered
Class A Common Stock, par value \$0.001 per share	GMED	New York Stock Exchange

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 April 3, 2025 (the “Closing Date”), Globus Medical, Inc., a Delaware corporation (“Globus”), completed the previously announced merger of Palmer Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Globus (“Merger Sub”), with and into Nevro Corp., a Delaware corporation (“Nevro”) (the “Merger”), with Nevro surviving the Merger as a wholly owned subsidiary of Globus. The Merger was effectuated pursuant to the Agreement and Plan of Merger, dated as of February 6, 2025 (the “Merger Agreement”), by and among Globus, Merger Sub and Nevro, as previously disclosed by Globus on February 6, 2025, in a Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”).

Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each of the issued and outstanding shares of Nevro’s common stock, par value \$0.001 per share (each, a “Nevro Share”), other than any Nevro Shares owned immediately prior to the Effective Time by Globus, Merger Sub or Nevro or by any direct or indirect wholly owned subsidiary of Globus, Merger Sub or Nevro was canceled and extinguished and automatically converted into the right to receive \$5.85 per Nevro Share in cash (the “Merger Consideration”), without interest and subject to any applicable withholding taxes.

In addition, effective as of immediately prior to the Effective Time, (i) each outstanding Nevro stock option, whether vested or unvested, was automatically cancelled and terminated without consideration; (ii) each outstanding Nevro restricted stock unit, excluding Nevro PSU Awards (as defined below) (each, a “Nevro RSU Award”) was automatically cancelled and terminated and converted into the right to receive an amount in cash, without interest, equal to the product of (A) the number of Nevro Shares underlying such Nevro RSU Award immediately prior to the Effective Time multiplied by (B) the Merger Consideration, subject to any applicable withholding taxes; (iii) each outstanding Nevro restricted stock unit subject to performance-based vesting or forfeiture conditions (each, a “Nevro PSU Award”) was automatically cancelled and converted into the right to receive an amount in cash, without interest, equal to the product of (A) the aggregate number of Nevro Shares subject to such Nevro PSU Award, determined assuming that the applicable performance goals have been achieved at the greater of target and actual level of performance as determined by the Compensation Committee of Nevro’s Board of Directors in its discretion multiplied by (B) the Merger Consideration, less any applicable withholding taxes; and (iv) the warrant to purchase common stock of Nevro (the “Warrant”) held by Braidwell Transaction Holdings LLC - Series 4 (“Braidwell”) was automatically converted into the right for Braidwell to receive an amount in cash equal to the Black-Scholes value of the Warrant, as determined using parameters specified in the Warrant, and such amount was paid to Braidwell following the Effective Time.

The foregoing description of the Merger Agreement does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the Merger Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Globus with the SEC on February 6, 2025, and is incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

On April 3, 2025, Globus issued a press release announcing the closing of the Merger. A copy of the press release is hereby furnished as Exhibit 99.1 to this Current Report.

The information contained in this Item 7.01 and in Exhibit 99.1 of this Current Report 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 incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description of Exhibit
2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of February 6, 2025, by and among Nevro Corp., Globus Medical, Inc. and Palmer Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Globus's Current Report on Form 8-K filed on February 6, 2025).</u></a> *
99.1	<a href="#"><u>Press Release, dated April 3, 2025.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The registrant hereby undertakes to furnish supplemental copies of any of the omitted schedules upon request by the U.S. Securities and Exchange Commission; provided, that the registrant may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules so furnished.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GLOBUS MEDICAL, INC.**

(Registrant)

Dated: April 3, 2025

By: /s/ Keith Pfeil

Keith Pfeil

Chief Financial Officer

Chief Operating Officer

Chief Accounting Officer

Executive Vice President

(Principal Financial Officer)

**NEWS RELEASE****Globus Medical completes acquisition of Nevro Corp.**

**AUDUBON, Pa., April 3, 2025** – Globus Medical, Inc. (NYSE: GMED), a leading musculoskeletal technology company, today announced it completed its previously announced acquisition of Nevro Corp., a global medical device company that is delivering comprehensive, life-changing solutions for the treatment of chronic pain.

“We are excited to begin the journey of accelerating market penetration of Nevro’s differentiated high-frequency technology and bringing a much needed treatment option to patients suffering from chronic pain,” said Dan Scavilla, president and CEO of Globus Medical.

The acquisition of Nevro further expands Globus Medical’s presence in the musculoskeletal market, unlocking a \$2 billion market opportunity. This strategic move positions Globus to further add to its product portfolio with the potential to alter the standard of care in the neuromodulation space and beyond.

Globus Medical plans to discuss the closing of the acquisition and the anticipated benefits of the expanded product offering during its first quarter earnings conference in May.

Nevro Corp. common stock ceased trading on the New York Stock Exchange prior to the open of the market on April 3, 2025. Further information about the transaction can be found in the Form 8-Ks filed with the SEC today by Nevro Corp. and Globus Medical, respectively.

**Financial and Legal Advisors**

Morgan Stanley & Co. LLC served as financial advisor to Globus Medical, and Wyrick Robbins Yates & Ponton LLP served as legal advisor. BofA Securities, Inc. served as financial advisor to Nevro Corp. and Latham & Watkins LLP served as legal advisor.

**About Globus Medical, Inc.**

Globus Medical, Inc. is a leading global musculoskeletal company dedicated to solving unmet clinical needs and changing lives. We innovate with inspired urgency, provide world-class education and clinical support, and advance care throughout spine, orthopedic trauma, joint reconstruction, biomaterials and enabling technologies. Additional information can be accessed at <https://www.globusmedical.com/>.

**About Nevro Corp.**

Headquartered in Redwood City, California, Nevro Corp. is a global medical device company focused on delivering comprehensive, life-changing solutions that continue to set the standard for enduring patient outcomes in the treatment of chronic pain. Nevro’s comprehensive HFX™ spinal cord stimulation (SCS) platform includes the Senza® SCS system and support services for the treatment of chronic pain of the trunk and limb and painful diabetic neuropathy. Nevro also provides minimally invasive treatment options for patients suffering from chronic sacroiliac joint pain.

## Safe Harbor Statements

All statements included in this press release other than statements of historical fact are forward-looking statements and may be identified by their use of words such as “believe,” “may,” “might,” “could,” “will,” “aim,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “plan” and other similar terms. These forward-looking statements are based on our current assumptions, expectations and estimates of future events and trends. Forward-looking statements are only predictions and are subject to many risks, uncertainties and other factors that may affect our businesses and operations and could cause actual results to differ materially from those predicted. These risks and uncertainties include, but are not limited to, the risks and costs associated with the integration of the Nevro business, trends in the medical industry and the ability of Globus Medical and Nevro to: (i) successfully integrate and achieve anticipated synergies, (ii) manage our growth, (iii) sustain profitability, (iv) sustain demand for products, (v) compete successfully (including without limitation success in convincing surgeons to use Globus Medical or Nevro products and the ability to attract and retain sales and other personnel, (vi) rapidly develop and introduce new products, (vii) develop and execute successful business strategies, (viii) comply with changes and applicable laws and regulations that are or may become applicable to Globus Medical and/or Nevro, (ix) safeguard our intellectual property, and (x) succeed in defending against legal proceedings in addition to general economic conditions and other risks. For a discussion of these and other risks, uncertainties and other factors that could affect our results, refer to the disclosure of each of Globus Medical and Nevro contained in each company’s most recent annual report on Form 10-K filed with the U.S. Securities and Exchange Commission, including the sections labeled “Risk Factors” and “Cautionary Note Concerning Forward-Looking Statements,” and in each company’s Forms 10-Q, Forms 8-K and other filings with the U.S. Securities and Exchange Commission. These documents are available at [www.sec.gov](http://www.sec.gov). Moreover, each of Globus Medical and Nevro operates in an evolving environment. New risk factors and uncertainties emerge from time to time, and it is not possible for Globus Medical and Nevro to predict all risk factors and uncertainties, nor can we assess the impact of all factors on the Globus Medical business and Nevro business, respectively, or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements contained in this press release speak only as of the date of this press release. Globus Medical and Nevro undertake no obligation to update any forward-looking statements as a result of new information, events or circumstances or other factors arising or coming to our attention after the date hereof.

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