
**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 16, 2020**

TABULA RASA HEALTHCARE, INC.
(Exact Name of Registrant Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-37888
(Commission File
Number)

46-5726437
(I.R.S. Employer
Identification No.)

228 Strawbridge Drive, Suite 100
Moorestown, New Jersey
(Address of Principal Executive Offices)

08057
(Zip Code)

Registrant's telephone number, including area code: **(866) 648-2767**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 \$0.0001 per share	TRHC	The Nasdaq Stock Market

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))

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.

(e) Compensatory Arrangements of Certain Officers

In light of the ongoing impacts of the COVID-19 global pandemic, the Board of Directors (the “Board”) of Tabula Rasa HealthCare, Inc. (the “Company”) approved a reduction in the base salaries (the “Base Salary Reductions”) of the following named executive officers (the “Named Executive Officers”) for the period between October 26, 2020 and December 31, 2020 (the “Reduction Period”):

<u>Name</u>	<u>Title</u>	<u>Salary Reduction</u>	<u>Base Salary Reduction</u>
Calvin H. Knowlton	Chief Executive Officer	50% \$	52,885
	President, Chief Marketing/New		
Orsula V. Knowlton	Business Development Officer	50% \$	43,269
Brian W. Adams	Chief Financial Officer	20% \$	15,385

In connection with the Base Salary Reductions, the Board approved awards of restricted stock to the Named Executive Officers. The number of shares of restricted stock granted to each Named Executive Officer was rounded up to the nearest whole number and calculated as follows: (i) the reduced base salary amount that would have been paid during the Reduction Period, divided by (ii) the Company’s closing stock price on November 4, 2020. The restricted stock was fully vested and granted to the Named Executive Officers on November 9, 2020.

Each of the Named Executive Officers executed a letter agreement consenting to the reduction of his or her base salary for the Reduction Period and agreeing that such reduction did not constitute “Good Reason” within the meaning of his or her Change-in-Control and Severance Agreement or any other relevant agreements or plans (the “Letter Agreement”). A copy of the form of Letter Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Letter Agreement
104	Cover Page Interactive Data File (embedded within 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.

TABULA RASA HEALTHCARE, INC.

By: /s/ Dr. Calvin H. Knowlton
Dr. Calvin H. Knowlton
Chief Executive Officer

Dated: November 16, 2020



November 12, 2020

[_____]
 VIA E-MAIL

Dear [_____] ,

This letter agreement between you and Tabula Rasa HealthCare, Inc. (the "Company") is intended to document the reduction of your base salary as a response to the unprecedented economic environment created by the novel coronavirus ("COVID-19") (this "Agreement"). Except as provided below, this Agreement shall supplement and amend the Change-in-Control and Severance Agreement between you and the Company, dated as of [_____] (the "Severance Agreement"). All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Severance Agreement.

As a result of the challenges related to COVID-19, the Board of Directors of the Company (the "Board") has reduced your Base Salary by [__]% effective October 26, 2020, for the remainder of calendar year 2020. Notwithstanding the foregoing, for purposes of calculating any entitlements under the Severance Agreement, including severance upon termination events or the Target Incentive Bonus, Base Salary shall mean your Base Salary in effect on the date immediately preceding this reduction. Your Base Salary shall be reinstated automatically, without any further action by you, effective January 1, 2021. For the avoidance of doubt, other than with respect to these changes, this Agreement does not modify any other rights under the Severance Agreement or any other agreements between you and the Company.

In connection with the reduction of your Base Salary, the Board awarded you restricted stock pursuant to the Company's 2016 Omnibus Incentive Compensation Plan, with a number of shares of restricted stock, rounded up to the nearest whole number, calculated as follows: (i) the reduced Base Salary amount that would have been paid during the remainder of calendar year 2020, divided by (ii) the Company's closing stock price on November 4, 2020. The restricted stock was fully vested and granted to you on November 9, 2020.

Please confirm, by your signature below, that (i) you hereby consent to the terms set forth in this Agreement and (ii) you acknowledge and agree that the terms set forth herein do not constitute "Good Reason" under the Severance Agreement or any other relevant agreements or plans. Except as modified by this Agreement, the Severance Agreement shall remain in full force and effect.

[Continued on the next page.]

Sincerely,

On behalf of Tabula Rasa HealthCare, Inc.

Acknowledged and agreed:

Date: _____