

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): October 6, 2022

**Tabula Rasa HealthCare, Inc.**  
(Exact Name of Registrant as Specified in its 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 08057  
(Address of Principal Executive Offices, and Zip Code)

(866) 648-2767  
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 communication 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 \$0.0001	TRHC	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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.**

As previously disclosed in the Current Report on Form 8-K filed by Tabula Rasa HealthCare, Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on [September 14, 2022](#) (the “Cooperation Agreement 8-K”), on September 13, 2022, the Company entered into a cooperation agreement (the “Cooperation Agreement”) with Indaba Capital Management, L.P. (“Indaba”). The Cooperation Agreement provided for, among other matters, that A Gordon Tunstall would voluntarily resign from the Company’s Board of Directors (the “Board”) on the earlier of: (x) the appointment of a new independent director designated by Indaba, who is racially or ethnically diverse, subject to the Board’s approval; and (y) December 31, 2022.

Following notification from the Chair of the Board that Indaba had identified a new independent director consistent with the terms of the Cooperation Agreement, on October 6, 2022, Mr. Tunstall resigned from the Board, effective immediately.

On October 10, 2022, and pursuant to the terms of the Cooperation Agreement, the Board appointed Ronald Mitchell as a Class III member of the Board (the “Appointment”) to fill the vacancy created by the resignation of Mr. Tunstall. As a Class III director, Mr. Mitchell’s term will expire at the Company’s 2025 annual meeting of stockholders; provided, however, that Mr. Mitchell intends to voluntarily stand for election at the Company’s 2023 annual meeting of stockholders and 2024 annual meeting of stockholders. Mr. Mitchell has been appointed to serve on the Board’s Compensation Committee and Strategic Review Committee.

Mr. Mitchell will receive the same benefits and the same compensation as other non-management directors on the Board pursuant to the Company’s non-employee director compensation policy, as described on page 32 of the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on [April 28, 2022](#).

Other than as described in Item 1.01 of the Cooperation Agreement 8-K and the Cooperation Agreement, there are no arrangements or understandings between Mr. Mitchell or any other persons pursuant to which he was named a director of the Company. There are no family relationships between Mr. Mitchell and any director or executive officer of the Company, and the Company has not entered into any transactions with Mr. Mitchell that are reportable pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the Cooperation Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Cooperation Agreement, which is filed as Exhibit 10.1 to the Cooperation Agreement 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On October 11, 2022, the Company issued a press release announcing the Appointment, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and is not to be incorporated by reference into any filing of the Company.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
<a href="#"><u>10.1*</u></a>	<a href="#"><u>Cooperation Agreement, by and between Tabula Rasa HealthCare, Inc. and Indaba Capital Management, L.P., dated as of September 13, 2022 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed with the SEC on September 14, 2022)</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Tabula Rasa HealthCare, Inc. Press Release, dated October 11, 2022</u></a>
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

\* Certain of the exhibits and schedules to this exhibit are omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish supplementally to the SEC, upon request, a copy of any omitted schedule or exhibit.

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**SIGNATURES**

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.

**TABULA RASA HEALTHCARE, INC.**

By: /s/ Brian W. Adams  
Brian W. Adams  
Interim Chief Executive Officer

Dated: October 11, 2022

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**TRHC Adds Ron Mitchell to its Board of Directors**

*Ron Mitchell, Co-Founder and CEO of Humanity Health, joins Board of Directors*

**MOORESTOWN, N.J., (October 11, 2022) - Tabula Rasa HealthCare, Inc. (TRHC) (NASDAQ: TRHC)**, a leading healthcare technology company advancing the safe use of medications, today announced that Ron Mitchell, co-founder and Chief Executive Officer of Humanity Health Inc. (Humanity Health), joined TRHC's Board of Directors (Board). Humanity Health is the premier career acceleration and talent sourcing platform for underrepresented leaders in healthcare and life sciences.

Michael Purcell, Independent Chair of the Board, commented, "One of the company's near-term strategic priorities is fostering a high-performing team, recognizing the importance of retaining, rewarding, and developing TRHC's team members. Ron brings a wealth of experience in talent acquisition and development for fast growing healthcare companies, and we are thrilled to have him join the Board."

Mr. Mitchell replaces A Gordon Tunstall, who retired from the Board on October 6, 2022 as part of the broader management and Board changes announced on September 14, 2022 and the cooperation agreement that TRHC previously entered into with its largest stockholder, Indaba Capital. Mr. Mitchell has built and managed technology-enabled consumer and enterprise software as a service (SaaS) businesses delivering talent development and workforce solutions including Hcareers and CareerCore.

"I am extremely excited to join the TRHC Board at such an important time for the company," said Mr. Mitchell. "TRHC's innovative approach to medication management continues to transform the industry and positively impact the lives of an aging population. I believe the end markets in which TRHC operates, focused on value-based care, will continue to provide tremendous opportunities for growth."

**About Tabula Rasa HealthCare**

Tabula Rasa HealthCare (TRHC) (NASDAQ: TRHC) provides medication safety solutions that empower healthcare professionals and consumers to optimize medication regimens, combating medication overload and reducing adverse drug events – the fourth leading cause of death in the US. TRHC's proprietary technology solutions, including MedWise<sup>®</sup>, improve patient outcomes, reduce hospitalizations, and lower healthcare costs. TRHC's extensive clinical tele-pharmacy network improves care for patients nationwide. Its solutions are trusted by health plans and pharmacies to help drive value-based care. For more information, visit [TRHC.com](https://www.trhc.com).

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## Statement Regarding Forward-Looking Information

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements give current expectations or forecasts of future events or TRHC's future financial or operating performance and include TRHC's expectations regarding certain leadership changes and the effects thereof, available opportunities to TRHC, the financial and operating performance of TRHC, the creation of stockholder value, the plans and objectives of management, and TRHC's strategic initiatives and the anticipated benefits thereof. Such statements are identified by use of the words "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "should," and similar expressions. These forward-looking statements are based on management's good-faith expectations, judgements, and assumptions as of the date of this press release. Actual results might differ materially from those explicit or implicit in the forward-looking statements. Important factors that could cause actual results to differ materially include: the impacts of the ongoing COVID-19 pandemic; TRHC's continuing losses and need to achieve profitability; fluctuations in TRHC's financial and operating results; the volatility of TRHC's stock price; the extent to which TRHC is successful in gaining new long-term relationships with clients or retaining existing clients; the acceptance and use of TRHC products and services by PACE organizations; the need to innovate and provide useful products and services; risks related to changing healthcare and other applicable governmental regulations; TRHC's ability to maintain relationships with a specified drug wholesaler; increasing consolidation in the healthcare industry; competition from a variety of companies in the healthcare industry; managing TRHC's growth effectively; TRHC's ability to retain clients and employees given the leadership transitions; TRHC's ability to adequately protect its intellectual property; the requirements of being a public company; TRHC's ability to recognize the expected benefits from acquisitions on a timely basis or at all; fluctuations in operating results; TRHC's ability to manage its cash flows; failure or disruption of TRHC's information technology and security systems; dependence on TRHC's senior management and key employees; TRHC's future indebtedness and TRHC's ability to obtain additional financing, reduce expenses, or generate funds when necessary; macroeconomic conditions, including the impact of inflation, on TRHC's business and operations; and the other risk factors set forth from time to time in TRHC's filings with the Securities and Exchange Commission ("SEC"), including those factors discussed under the caption "Risk Factors" in TRHC's most recent Annual Report on Form 10-K, filed with the SEC on February 25, 2022, and in subsequent reports filed with or furnished to the SEC, copies of which are available free of charge within the Investor Relations section of the TRHC website <http://ir.trhc.com> or upon request from TRHC's Investor Relations Department. TRHC assumes no obligation and does not intend to update these forward-looking statements, except as required by law, to reflect events or circumstances occurring after today's date.

### **TRHC Media Contact**

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### **TRHC Investors**

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