

**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): May 13, 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.

Effective May 13, 2022, the Compensation Committee (the “Committee”) of the Board of Directors of Tabula Rasa HealthCare, Inc. (the “Company”) approved amendments to certain outstanding Restricted Stock Grant Agreements with each of Dr. Calvin H. Knowlton, Chief Executive Officer of the Company, and Dr. Orsula V. Knowlton, President and Chief Marketing and New Business Development Officer of the Company, to accelerate the vesting terms of the previously amended September 28, 2016 Restricted Stock Grant Agreements (“2016 RSAs”).

Pursuant to the 2016 RSAs, each of Dr. C. Knowlton and Dr. O. Knowlton previously received a restricted stock award of 337,307 and 267,268 shares of the Company’s common stock, respectively. Effective November 29, 2021, the Committee amended a portion of the 2016 RSAs (168,654 shares for Dr. C. Knowlton and 133,634 shares for Dr. O. Knowlton) to extend the vesting date from December 1, 2021 to December 1, 2022. Pursuant to the May 13, 2022 amendments, the Committee accelerated the vesting of a portion of the previously-amended 2016 RSAs (56,218 shares for Dr. C. Knowlton and 44,544 shares for Dr. O. Knowlton) to May 13, 2022, with all remaining shares continuing to vest on December 1, 2022. No other terms or conditions of the 2016 RSAs were amended or changed.

The 2016 RSAs were made pursuant to a form grant agreement previously approved by the Committee. The foregoing descriptions of the terms and conditions of the amendments to the 2016 RSAs referenced above are qualified by reference to the full text of such amendments, which are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[10.1 Sixth Amendment to Restricted Stock Grant Agreement \(Calvin Knowlton\)](#)

[10.2 Sixth Amendment to Restricted Stock Grant Agreement \(Orsula Knowlton\)](#)

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/ Brian W. Adams
Brian W. Adams
Co-President

Dated: May 18, 2022

**SIXTH AMENDMENT
TO
RESTRICTED STOCK GRANT AGREEMENT**

This Sixth Amendment (this "Amendment") to the Restricted Stock Grant Agreement, dated September 28, 2016, between Tabula Rasa HealthCare, Inc. (the "Company") and Dr. Calvin Knowlton (the "Grantee"), as previously amended on June 12, 2017, May 30, 2018, May 2, 2019, February 24, 2020, and November 29, 2021 (the "Restricted Stock Grant Agreement"), is made, entered into and effective on this 13th day of May 2022 (the "Effective Date").

WHEREAS, the Company and the Grantee are parties to the Restricted Stock Grant Agreement, pursuant to which restricted shares of common stock of the Company were granted under the Tabula Rasa HealthCare, Inc. 2014 Equity Compensation Plan (the "Plan");

WHEREAS, the Restricted Stock Grant Agreement provides for vesting of the restricted shares of common stock of the Company in calendar year 2020;

WHEREAS, the Company previously extended the vesting of the restricted shares of common stock of the Company set forth in the Restricted Stock Grant Agreement such that 168,654 restricted shares of the Company common stock held by the Grantee would vest on December 1, 2022 (the "Extended Vesting Shares"); and

WHEREAS, the Company desires to accelerate the vesting of a portion of the Extended Vesting Shares such that 56,218 restricted shares of the Company common stock become fully vested as of May 13, 2022, with the remaining shares continuing to vest on December 1, 2022.

NOW, THEREFORE, the Company and the Grantee hereby agree that, the Restricted Stock Grant Agreement shall be amended as follows:

1. Section 2(a) of the Restricted Stock Grant Agreement shall be amended in its entirety to read as follows:

“(a) Of total 337,307 shares of Restricted Stock granted pursuant to this Agreement, 56,218 shares of Restricted Stock held by the Grantee shall become fully vested as of May 13, 2022, and the remaining unvested 112,436 shares of Restricted Stock held by the Grantee shall become fully vested, and the restrictions described in Section 2(c) shall lapse, on December 1, 2022, if the Grantee continues to be employed by, or provide service to, the Employer from the Date of Grant until this date.

The vesting of the shares of Restricted Stock shall be cumulative, but shall not exceed 100% of the shares. If the foregoing schedule would produce fractional shares, the number of shares that vest shall be rounded down to the nearest whole share.”

2. All of the terms and conditions of the Restricted Stock Grant Agreement as amended by this Amendment shall remain in full force and effect, and the Company and the Grantee agree to continue to be legally bound by the obligations and undertakings in the Restricted Stock Grant Agreement, other than those that have been amended by this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, have executed this Amendment, effective as of the Effective Date.

TABULA RASA HEALTHCARE, INC.

By: /s/ Brian Adams

Name: Brian Adams

Title: Co-President

Grantee:

/s/ Dr. Calvin Knowlton

Dr. Calvin Knowlton

**SIXTH AMENDMENT
TO
RESTRICTED STOCK GRANT AGREEMENT**

This Sixth Amendment (this "Amendment") to the Restricted Stock Grant Agreement, dated September 28, 2016, between Tabula Rasa HealthCare, Inc. (the "Company") and Dr. Orsula Knowlton (the "Grantee"), as previously amended on June 12, 2017, May 30, 2018, May 2, 2019, February 24, 2020, and November 29, 2021 (the "Restricted Stock Grant Agreement"), is made, entered into and effective on this 13th day of May 2022 (the "Effective Date").

WHEREAS, the Company and the Grantee are parties to the Restricted Stock Grant Agreement, pursuant to which restricted shares of common stock of the Company were granted under the Tabula Rasa HealthCare, Inc. 2014 Equity Compensation Plan (the "Plan");

WHEREAS, the Restricted Stock Grant Agreement provides for vesting of the restricted shares of common stock of the Company in calendar year 2020;

WHEREAS, the Company previously extended the vesting of the restricted shares of common stock of the Company set forth in the Restricted Stock Grant Agreement such that 133,634 restricted shares of the Company common stock held by the Grantee would vest on December 1, 2022 (the "Extended Vesting Shares"); and

WHEREAS, the Company desires to accelerate the vesting of a portion of the Extended Vesting Shares such that 44,544 restricted shares of the Company common stock become fully vested as of May 13, 2022, with the remaining shares continuing to vest on December 1, 2022.

NOW, THEREFORE, the Company and the Grantee hereby agree that, the Restricted Stock Grant Agreement shall be amended as follows:

1. Section 2(a) of the Restricted Stock Grant Agreement shall be amended in its entirety to read as follows:

“(a) Of total 267,268 shares of Restricted Stock granted pursuant to this Agreement, 44,544 shares of Restricted Stock held by the Grantee shall become fully vested as of May 13, 2022, and the remaining unvested 89,090 shares of Restricted Stock held by the Grantee shall become fully vested, and the restrictions described in Section 2(c) shall lapse, on December 1, 2022, if the Grantee continues to be employed by, or provide service to, the Employer from the Date of Grant until this date.

The vesting of the shares of Restricted Stock shall be cumulative, but shall not exceed 100% of the shares. If the foregoing schedule would produce fractional shares, the number of shares that vest shall be rounded down to the nearest whole share.”

2. All of the terms and conditions of the Restricted Stock Grant Agreement as amended by this Amendment shall remain in full force and effect, and the Company and the Grantee agree to continue to be legally bound by the obligations and undertakings in the Restricted Stock Grant Agreement, other than those that have been amended by this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, have executed this Amendment, effective as of the Effective Date.

TABULA RASA HEALTHCARE, INC.

By: /s/ Brian Adams

Name: Brian Adams

Title: Co-President

Grantee:

/s/ Dr. Orsula Knowlton

Dr. Orsula Knowlton
