

HEALTHSTREAM INC
Form 8-K
January 02, 2019

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): January 2, 2019 (December 31, 2018)

HealthStream, Inc.

(Exact name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction

000-27701

621443555
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

209 10th Ave. South, Suite 450,

Nashville, Tennessee
(Address of Principal Executive Offices)

37203
(Zip Code)

Registrant's Telephone Number, Including Area Code: 615-301-3100

Not Applicable

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(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 Instructions 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 1.01. Entry into a Material Definitive Agreement.

On December 31, 2018, HealthStream, Inc., a Tennessee corporation (the “Company”), and SunTrust Bank, a Georgia banking corporation (“SunTrust”), entered into that certain Second Amendment to Revolving Credit Agreement (the “Amendment”), amending the Revolving Credit Agreement, dated as of November 24, 2014, as amended, by and among the Company, the several banks and other financial institutions and lenders from time to time party thereto and SunTrust, as administrative agent, issuing bank and swingline lender (as amended, the “Revolving Credit Facility”). The Amendment extended the maturity date of the Revolving Credit Facility to November 24, 2020. In addition, the Amendment included certain other revisions to the Revolving Credit Facility, including to (i) revise the definition of “Permitted Acquisition” to remove the requirement (applicable in connection with certain acquisitions) to deliver acquisition agreements to the administrative agent so long as the Additional Acquisition Conditions (as defined in the Amendment) have been satisfied, and (ii) to exclude the Company’s special dividend paid shareholders on April 3, 2018 from the restricted payments calculation set forth in the Revolving Credit Agreement.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1*	<u>Second Amendment to Revolving Credit Agreement, dated as of December 31, 2018, by and between HealthStream, Inc. and SunTrust Bank.</u>

*Furnished herewith.

Exhibit Index

Exhibit

Number Description

10.1* Second Amendment to Revolving Credit Agreement, dated as of December 31, 2018, by and between HealthStream, Inc. and SunTrust Bank.

*Furnished herewith.

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 thereunto duly authorized.

HealthStream, Inc.

Date: January 2, 2019 By: /s/ Gerard M. Hayden, Jr.
Gerard M. Hayden, Jr.
Chief Financial Officer