

**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 1, 2020

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**000-33043**

(Commission File Number)

**94-3166458**

(IRS Employer Identification Number)

**590 East Middlefield Road**

**Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(Registrant's telephone number, including area code)

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:

- 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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.001 par value	OMCL	NASDAQ Global Select Market

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 7.01. Regulation FD Disclosure**

On October 1, 2020, Omnicell, Inc. (the “*Company*”) issued a press release announcing the completion of its previously-announced acquisition of the 340B Link business (the “*340B Link Business*”) of Pharmaceutical Strategies Group, LLC pursuant to the terms and conditions of the Equity Purchase Agreement, dated as of August 11, 2020, by and among the Company, PSGH, LLC, BW Apothecary Holdings, LLC, the sellers identified therein and the sellers’ representative. A copy of the press release announcing the completion of the acquisition of the 340B Link Business attached hereto as Exhibit 99.1 is hereby furnished pursuant to this Item 7.01.

The information in this Item 7.01 and Exhibit 99.1 is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be deemed subject to the requirements of amended Item 10 of Regulation S-K or incorporated by reference into any filing under the Securities Act of 1933, as amended, regardless of any general incorporation.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Number</b>	<b>Description of Document</b>
99.1	<a href="#">Press release entitled “Omnicell Completes Acquisition of Pharmaceutical Strategy Group’s Leading 340B Software-Enabled Service Business” dated October 1, 2020</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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**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.

Date: October 1, 2020

OMNICELL, INC.

/s/ Dan S. Johnston

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Dan S. Johnston

*Executive Vice President, Chief Legal and Administrative Officer and Secretary*

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**For more information, contact:**

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**Omnicell Completes Acquisition of Pharmaceutical Strategy Group's  
 Leading 340B Software-Enabled Service Business**

*Expands pharmacy inventory management capabilities for efficient, compliant management of 340B programs*

*Accelerates Omnicell's strategic transformation to support the vision of the fully Autonomous Pharmacy, building on the recent launch of Omnicell One*

*Expected to be immediately accretive to non-GAAP earnings per share*

**Mountain View, Calif.**,-- OCTOBER 1, 2020 — Omnicell, Inc. (NASDAQ:OMCL), a leading provider of medication management solutions and adherence tools for health systems and pharmacies, today announced that it has completed the previously-announced acquisition of Pharmaceutical Strategies Group's (PSG) 340B Link business, pursuant to the terms and conditions of an Equity Purchase Agreement. The acquisition adds a comprehensive and differentiated suite of software-enabled services and solutions used by certain eligible hospitals, health systems, clinics, and entities to manage compliance and capture 340B drug cost savings on outpatient prescriptions filled through the eligible entity's pharmacy or a contracted pharmacy partner.

The federal 340B Drug Pricing Program has provided financial assistance to hospitals serving vulnerable communities for more than 25 years. The program offers drug discounts to support eligible entities, including certain hospitals and other federally qualified health centers, that provide care for the nation's underinsured and uninsured patients. According to a 2019 annual survey from 340B Health, a nonprofit membership organization, safety-net hospitals that participate in the 340B program are seeing the positive results of those savings in the form of improved health outcomes for individuals in their communities who are receiving expanded and more comprehensive care.

"The importance of the 340B program continues to grow as covered entities need solutions to help manage rising healthcare costs and uncompensated care," said Randall Lipps, chairman, president, CEO, and founder of Omnicell. "The addition of these distinct capabilities and software-enabled services to our portfolio positions Omnicell to support our health system

partners in managing an increasingly complex medication management supply chain with critical capabilities to support 340B compliance and the associated eligible drug cost savings.”

Under the terms of the agreement, the purchase price was \$225 million, and was subject to customary adjustments. The acquired 340B Link business recorded approximately \$35 million of total revenue (unaudited) for the 12 months ended June 30, 2020. Omnicell used available cash on its balance sheet and proceeds from its recent \$575 million convertible senior notes offering to finance the transaction. The transaction is expected to be immediately accretive to Omnicell’s non-GAAP earnings per share.

Details of this acquisition are included in an investor presentation found in the investor relations section of our website and can be accessed [here](#).

## **Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the expected benefits of the acquisition of the 340B Link business, including on Omnicell’s non-GAAP earnings per share, the impact of the acquisition on Omnicell’s products and services and the capabilities of the products and services of the 340B Link business. There are a significant number of factors that could cause actual results to differ materially from statements made in this release, including: difficulties encountered in integrating the acquired business, including technologies, personnel and operations; costs related to the acquisition; market acceptance of the acquisition, and resulting products and services; Omnicell’s inability to realize value from its significant investments in its business, including product and service innovations; and general market, political, economic and business conditions, including the ongoing COVID-19 pandemic, and other industry or economic conditions outside of Omnicell’s control.

Additional information on potential factors that could affect Omnicell’s financial results is included in the company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, which is on file with the U.S. Securities and Exchange Commission and Omnicell’s other filings with the SEC. Omnicell does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

## **Advisors**

Greenhill & Co., LLC served as financial advisor and provided a fairness opinion to Omnicell, Inc., and Sidley Austin LLP served as legal counsel.

## **About Omnicell**

Since 1992, Omnicell has been committed to transforming the pharmacy care delivery model to dramatically improve outcomes and lower costs. Through the vision of the Autonomous Pharmacy, a combination of automation, intelligence, and technology-enabled services, powered by a cloud data platform, Omnicell supports more efficient ways to manage medications across

all care settings. Over 6,000 facilities worldwide use Omnicell automation and analytics solutions to help increase operational efficiency, reduce medication errors, deliver actionable intelligence, and improve patient safety. More than 40,000 institutional and retail pharmacies across North America and the United Kingdom leverage Omnicell's innovative medication adherence and population health solutions to improve patient engagement and adherence to prescriptions, helping to reduce costly hospital readmissions. To learn more, visit [www.omnicell.com](http://www.omnicell.com).