

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **April 24, 2024**

ASTRANA HEALTH, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37392
(Commission
File Number)

95-4472349
(I.R.S. Employer
Identification No.)

1668 S. Garfield Avenue, 2nd Floor, Alhambra, California 91801
(Address of Principal Executive Offices) (Zip Code)

(626) 282-0288
Registrant's Telephone Number, Including Area Code

(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:

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	ASTH	The Nasdaq Stock Market LLC

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 24, 2024, Astrana Health, Inc. (the “Company”) filed a Certificate of Elimination (the “Certificate of Elimination”) to its Restated Certificate of Incorporation (as amended, the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware, eliminating from the Certificate of Incorporation all matters set forth in the Amended and Restated Certificate of Designation with respect to the Company’s Series A Convertible Preferred Stock (the “Series A Preferred Stock”) and Series B Convertible Preferred Stock (the “Series B Preferred Stock”) and returning each of the Series A Preferred Stock and Series B Preferred Stock to the status of authorized and unissued shares of preferred stock of the Company, without designation as to series. There were no outstanding shares of the Series A Preferred Stock or Series B Preferred Stock as of April 24, 2024. A copy of the Certificate of Elimination is attached hereto as [Exhibit 3.1](#) to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (filed April 24, 2024).
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

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 hereunto duly authorized.

ASTRANA HEALTH, INC.

Date: April 24, 2024

By: /s/ Brandon Sim
Name: Brandon Sim
Title: Chief Executive Officer and President

**CERTIFICATE OF ELIMINATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK
AND
SERIES B CONVERTIBLE PREFERRED STOCK
OF
ASTRANA HEALTH, INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

Astrana Health, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: Pursuant to the authority granted to the Board of Directors of the Corporation (the "Board") pursuant to the Corporation's Restated Certificate of Incorporation (as amended, the "Certificate of Incorporation") and Section 151(g) of the DGCL, the Board previously authorized the issuance of, and established the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of, (i) 1,111,111 shares of Series A Convertible Preferred Stock, \$0.001 par value per share (the "Series A Preferred Stock"), and (ii) 555,555 shares of Series B Convertible Preferred Stock, \$0.001 par value per share (the "Series B Preferred Stock"), in each case as evidenced by the Amended and Restated Certificate of Designation filed with the Secretary of State of the State of Delaware on March 28, 2016 (the "Certificate of Designation").

SECOND: None of the authorized shares of Series A Preferred Stock or Series B Preferred Stock are outstanding and none will be issued pursuant to the Certificate of Designation governing such Series A Preferred Stock and Series B Preferred Stock.

THIRD: The Board has duly adopted the following resolutions approving the elimination of each of the Series A Preferred Stock and Series B Preferred Stock, which resolutions remain in full force and effect as of the date hereof:

RESOLVED, that none of the authorized shares of each of the Series A Preferred Stock and the Series B Preferred Stock are outstanding and none will be issued pursuant to the Certificate of Designation;

FURTHER RESOLVED, that the Executive Chairman, the Chief Executive Officer and the Chief Operating Officer and Chief Financial Officer of the Corporation ("Authorized Officers") be, and each of them hereby is, empowered, authorized and directed, in the name and on behalf of the Corporation, to execute and file a Certificate of Elimination with the Secretary of State of the State of Delaware pursuant to Section 151(g) of the DGCL, substantially in the form provided to the Board, setting forth a copy of these resolutions (the "Certificate of Elimination");

FURTHER RESOLVED, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designation with respect to each of the Series A Preferred Stock and the Series B Preferred Stock, and all of the shares that were designated as Series A Preferred Stock or Series B Preferred Stock shall be returned to the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take all other actions and to execute and deliver such other documents, in addition to those set forth in the foregoing resolutions, as they may deem necessary or advisable in order to effect the purposes of the foregoing resolutions, and that all such actions heretofore so taken be, and they hereby are, in all respects ratified, confirmed and approved.

FOURTH: Pursuant to the provisions of Section 151(g) of the DGCL, all matters set forth in the Certificate of Designation with respect to each of the Series A Preferred Stock and Series B Preferred Stock are hereby eliminated from the Certificate of Incorporation, and the shares that were designated as Series A Preferred Stock or Series B Preferred Stock are hereby returned to the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on this 24th day of April, 2024.

ASTRANA HEALTH, INC.

By: /s/ Brandon Sim

Name: Brandon Sim

Title: Chief Executive Officer and President

[Signature Page to Certificate of Elimination]