

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): **July 1, 2025**

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 1.01 Entry into a Material Definitive Agreement.

The disclosure set forth under Item 2.01 of this Current Report on Form 8-K (this “Current Report”) is incorporated by reference into this Item 1.01.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 1, 2025, Astrana Health, Inc. (the “Company”) completed its previously announced acquisition (the “Closing”) of all of the outstanding equity interests of Alta Newport Hospital, LLC (d/b/a Foothill Regional Medical Center) and Prospect Health Plan, Inc., and substantially all the assets of certain direct and indirect subsidiaries of PHP Holdings, LLC (“PHPH”), pursuant to the Asset and Equity Purchase Agreement (the “Purchase Agreement”), dated November 8, 2024, by and among the Company and certain direct and indirect subsidiaries party thereto, PHPH, PHS Holdings, LLC (“PHS”), Prospect Intermediate Holdings, LLC (“PIH” and, together with PHPH and PHS, the “Prospect Equity Sellers”), certain other related entities party thereto (such entities, the “Prospect Asset Sellers” and, together with the Prospect Equity Sellers, the “Sellers”) and Prospect Medical Holdings, Inc. (“Prospect”), as Seller Representative (such acquisition, the “Transaction”).

In connection with the Closing, on July 1, 2025, the Company and the Sellers entered into a letter agreement (the “Letter Agreement”) intended to address and reconcile post-Closing claims, matters, and obligations between the parties, including a reduction in the aggregate purchase price from \$745.0 million to \$707.9 million and the removal of certain post-Closing purchase price adjustments and related escrow. The Company and Sellers also entered into certain ancillary agreements, including a transition services agreement pursuant to which the Sellers will provide certain transition services to the Company on a post-Closing basis.

The aggregate purchase price paid at the Closing consisted of \$707.9 million in cash and the assumption of certain identified liabilities of the Sellers. To finance the Transaction, the Company used \$707.9 in proceeds from a five-year delayed draw term loan credit facility of up to \$745 million pursuant to the Second Amended and Restated Credit Agreement, dated as of February 26, 2025, by and among the Company, as borrower, the lenders from time to time party thereto, and Truist Bank, as administrative agent for the lenders, as issuing bank and as swingline lender (the “Second Amended and Restated Credit Agreement”).

The above descriptions of the Purchase Agreement, the Letter Agreement, and the Second Amended and Restated Credit Agreement do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Purchase Agreement, a copy of which was filed as [Exhibit 2.1](#) to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on November 8, 2024, the full text of the Letter Agreement, and the full text of the Second Amended and Restated Credit Agreement, a copy of which was filed as [Exhibit 10.1](#) to the Company’s Current Report on Form 8-K filed with the SEC on February 27, 2025, each of which is incorporated herein by reference.

The Purchase Agreement and the Letter Agreement have been included in this Current Report to provide investors and security holders with information regarding the terms of the Transaction. They are not intended to provide any other factual information about the Company, the Sellers, Prospect or any of the other parties to the Transaction or the equity to be purchased in the Transaction or such Purchase Agreement or Letter Agreement. The representations, warranties, covenants and agreements contained in the Purchase Agreement and Letter Agreement are made only for purposes of such agreements and as of specific dates indicated therein, are solely for the benefit of the parties thereto, may be subject to limitations agreed upon by the parties (including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the applicable agreement instead of establishing these matters as facts) and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors and security holders. Company investors and security holders should not rely on the representations, warranties, covenants and agreements or any descriptions thereof as characterizations of the actual state of facts or condition of the Company, the Sellers, Prospect or any of the other parties to the Transaction. Moreover, information concerning the subject matter of the representations and warranties may change after the date of such agreements, which subsequent information may or may not be fully reflected in the Company’s public disclosures.

Item 2.02 Results of Operations and Financial Condition.

On July 2, 2025, the Company issued a press release announcing the Closing, which, among other things, reaffirmed the Company’s second quarter guidance and updated the Company’s full-year 2025 revenue and adjusted EBITDA guidance. A copy of the Company’s press release is furnished as [Exhibit 99.1](#) to this Current Report.

The preliminary financial results and forecasts included in the press release are based on assumptions and estimates made by the Company’s management and currently available information and are inherently uncertain and subjective. The preliminary financial results and forecasts do not take into account any events occurring after the date they were prepared. As a result, there can be no assurance that the projected results will be realized or that actual results will not be higher or lower than projected. The Company does not have an obligation to update the forecasts at any time in the future. The preliminary financial results and forecasts are unaudited and the audited financials may differ from these numbers in material respects.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 2.02, including Exhibit 99.1 furnished herewith, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure.

The disclosure set forth under Item 2.02 of this Current Report is incorporated by reference into this Item 7.01.

The information contained in this Item 7.01 of this Current Report, including the exhibit referenced herein, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information will not be deemed an admission as to the materiality of any information contained herein.

Forward-Looking Statements

This Current Report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements include words such as “forecast,” “guidance,” “projects,” “estimates,” “anticipates,” “believes,” “expects,” “intends,” “may,” “plans,” “seeks,” “should,” or “will,” or the negative of these words or similar words. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in each such statement. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to, risks arising from the diversion of management’s attention from the Company’s ongoing business operations, an increase in the amount of costs, fees and expenses and other charges related to the Transaction described in this Current Report, risks of disruption to the Company’s business as a result of Closing, risks that the Transaction disrupts current plans and operations of the Company or Sellers and potential difficulties in employee retention as a result of the Transaction, the Company’s ability to pay the interest and principal on the Second Amended and Restated Credit Agreement, and the Company’s ability to implement business plans, forecasts and other expectations after Closing, realize the intended benefits of the Transaction, and identify and realize additional opportunities following the Transaction, as well as the other risks and uncertainties identified in filings by the Company with the SEC, including the Company’s Annual Report on Form 10-K for the year ended December

31, 2024, as may be amended or supplemented by additional risk factors set forth in subsequent quarterly reports on Form 10-Q and other reports filed with the Securities and Exchange Commission. The Company does not undertake any responsibility to update any of these factors or to announce publicly any revisions to any of the forward-looking statements contained in this or any other document, whether as a result of new information, future events, or otherwise, except as may be required by any applicable securities laws.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by this item are not being filed herewith. To the extent such information is required by this item, it will be filed with the SEC by amendment to this Current Report no later 71 days after the date on which this Current Report is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this item is not being filed herewith. To the extent such information is required by this item, it will be filled with the SEC by amendment to this Current Report no later than 71 days after the date on which this Current Report is required to be filed.

(d) Exhibits.

Exhibit No.	Description
2.1*	Asset and Equity Purchase Agreement, dated November 8, 2024, by and among Astrana Health, Inc., PHP Holdings, LLC, PHS Holdings, LLC, Prospect Intermediate Holdings, LLC, each of the entities set forth on Schedule C of the agreement, and Prospect Medical Holdings, Inc. (incorporated herein by reference to Exhibit 2.1 of the Company’s Current Report on Form 8-K filed with the SEC on November 8, 2024).
10.1*	Second Amended and Restated Credit Agreement, dated as of February 26, 2025, by and among Astrana Health, Inc., as Borrower, the Lenders from time to time party thereto, and Truist Bank, as administrative agent for the Lenders, as issuing bank and as swingline lender (incorporated herein by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed with the SEC on February 27, 2025).
99.1	Press Release dated July 2, 2025
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

* Certain of the exhibits and schedules to this exhibit have been omitted in accordance with Item 601(a)(5) of Regulation S-K. The Company agrees to furnish a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon its request.

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: July 2, 2025

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



Astrana Health Announces Closing of Prospect Health Acquisition

ALHAMBRA, Calif., July 2, 2025 /PRNewswire/ -- Astrana Health, Inc. ("Astrana," and together with its subsidiaries and affiliated entities, the "Company") (NASDAQ: ASTH), a physician-centric, technology-enabled healthcare company empowering providers to deliver accessible, high-quality, and high-value care to all, today announced it closed the acquisition of Prospect Health on July 1st, 2025.

Prospect Health is a value-based, integrated care delivery network which coordinates the delivery of high-quality care for all. With a network of over 11,000 providers across Southern California, Texas, Arizona, and Rhode Island in its medical groups, Prospect enables providers to deliver payer-agnostic, patient-centered care to approximately 600,000 members across Medicare Advantage, Medicaid, and Commercial lines of business. Prospect Health also operates a California Restricted Knox-Keene-licensed health plan, a management services organization, a specialty pharmacy, and a fully-accredited acute care hospital.

The Company completed the acquisition of Prospect Health for a total purchase price of \$708 million, a reduction from the originally announced \$745 million in accordance with the terms of the executed Purchase Agreement. The updated purchase price underscores the Company's commitment to disciplined capital deployment, while maintaining full conviction in the value creation potential of the asset. The acquisition of Prospect Health will deepen Astrana's capabilities in providing access to high-quality and high-value care to communities across the country.

"We are excited to welcome Prospect Health's physicians, providers, and team members to Astrana Health," said Brandon Sim, President and CEO of Astrana. "Together, we will further accelerate our mission to drive consistent, coordinated, high-quality patient outcomes at scale, ultimately driving greater value across the healthcare ecosystem."

Astrana continues to expect Prospect Health to contribute approximately \$1.2 billion in total revenue and \$81 million in adjusted EBITDA on a full-year basis, as previously announced. The Company also continues to anticipate realizing between \$12 million to \$15 million of synergies over the next twelve to eighteen months.

To reflect the half-year contribution from Prospect, Astrana is updating its full-year 2025 guidance to total revenue between \$3.1 billion and \$3.3 billion and adjusted EBITDA between \$215 million and \$225 million. In addition, the Company is also reiterating its second quarter, 2025 guidance.

With the close of the transaction, Astrana will now have approximately \$700 million of net debt on its consolidated balance sheet. Management remains committed to reducing the Company's net leverage ratio to below 2.5x over the next twelve to eighteen months.

Truist Securities led a syndicate of banks who provided a term loan used to finance the acquisition of Prospect Health. J.P. Morgan served as exclusive financial advisor to Astrana in connection with the transaction.

About Astrana Health

Astrana Health is a physician-centric, AI-powered healthcare company committed to delivering high-quality, patient-centered care. Built from the physician's perspective, Astrana combines its scalable care delivery infrastructure, proprietary technology platform, and aligned provider networks to enable proactive, preventive care at scale - improving patient outcomes, enhancing patient experiences, supporting provider well-being, and driving greater value across the healthcare system.

Today, Astrana supports more than 20,000 providers and over 1.6 million patients in value-based care arrangements through its affiliated provider networks, management services organization, and integrated care delivery clinics spanning primary, specialty, and ancillary care. Together, Astrana is building the healthcare system we all deserve - one that delivers better care, better experiences, and better outcomes for all. For more information, visit www.astranahealth.com.

FOR MORE INFORMATION, PLEASE CONTACT:

Grant Hesser, Investor Relations
grant.hesser@astranahealth.com

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements include words such as "forecast," "guidance," "projects," "estimates," "anticipates," "believes," "expects," "intends," "may," "plans," "seeks," "should," or "will," or the negative of these words or similar words. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in each such statement. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to, risks arising from the diversion of management's attention from the Company's ongoing business operations, an increase in the amount of costs, fees and expenses and other charges related to the acquisition transaction described in this press release (the "Transaction"), risks of disruption to the Company's business as a result of the closing of the acquisition, risks that the Transaction disrupts current plans and operations of the Company or sellers and potential difficulties in employee retention as a result of the Transaction, the Company's ability to pay the interest and principal on the Second Amended and Restated Credit Agreement, and the Company's ability to implement business plans, forecasts and other expectations after Closing, realize the intended benefits of the Transaction, and identify and realize additional opportunities following the Transaction, as well as the other risks and uncertainties identified in filings by the Company with the SEC, including the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as may be amended or supplemented by additional risk factors set forth in subsequent quarterly reports on Form 10-Q and other reports filed with the Securities and Exchange Commission. The Company does not undertake any responsibility to update any of these factors or to announce publicly any revisions to any of the forward-looking statements contained in this or any other document, whether as a result of new information, future events, or otherwise, except as may be required by any applicable securities laws.

The preliminary financial results and forecasts are based on assumptions and estimates made by Astrana's management and currently available information and are inherently uncertain and subjective. The preliminary financial results and forecasts do not take into account any events occurring after the date they were prepared. As a result, there can be no assurance that the projected results will be realized or that actual results will not be higher or lower than projected. Astrana does not have an obligation to update the forecasts at any time in the future. The preliminary financial results and forecasts are unaudited and the audited financials may differ from these numbers in material respects.

Use of Non-GAAP Financial Measures

This press release contains the non-GAAP financial measures such as Adjusted EBITDA, of which the most directly comparable financial measure presented in accordance with U.S. generally accepted accounting principles ("GAAP") is net income, and net leverage ratio, of which the most directly comparable financial measure presented in

accordance with GAAP is total debt and net income. These measures are not in accordance with, or alternatives to GAAP, and may be calculated differently from similar non-GAAP financial measures used by other companies. The Company uses Adjusted EBITDA as a supplemental performance measure of our operations, for financial and operational decision-making, and as a supplemental means of evaluating period-to-period comparisons on a consistent basis. Adjusted EBITDA is calculated as earnings before interest, taxes, depreciation, and amortization, excluding income or loss from equity method investments, non-recurring and non-cash transactions, and stock-based compensation. The Company defines net leverage ratio as net debt over Adjusted EBITDA. Net debt is defined as current and non-current debt, operating leases, and finance leases, less cash and cash equivalents and marketable securities. The Company uses net leverage ratio for financial and operational decision-making and debt management.

The Company believes the presentation of these non-GAAP financial measures provides investors with relevant and useful information, as it allows investors to evaluate the operating performance of the business activities without having to account for differences recognized because of non-core or non-recurring financial information. When GAAP financial measures are viewed in conjunction with non-GAAP financial measures, investors are provided with a more meaningful understanding of the Company's ongoing operating performance. In addition, these non-GAAP financial measures are among those indicators the Company uses as a basis for evaluating operational performance, allocating resources, and planning and forecasting future periods. Non-GAAP financial measures are not intended to be considered in isolation, or as a substitute for, GAAP financial measures. Other companies may calculate Adjusted EBITDA and net leverage ratio differently, limiting the usefulness of these measures for comparative purposes. To the extent this release contains historical or future non-GAAP financial measures, the Company has provided corresponding GAAP financial measures for comparative purposes. The Company has not provided a quantitative reconciliation of applicable non-GAAP measures, such as the projected Adjusted EBITDA, to the most comparable GAAP measure, such as net income, on a forward-looking basis within this press release because the Company is unable, without unreasonable efforts, to provide reconciling information with respect to certain line items that cannot be calculated. These items, which could materially affect the computation of forward-looking GAAP net income are inherently uncertain and depend on various factors, some of which are outside of the Company's control.
