

**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): May 5, 2022

Owens & Minor, Inc.
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	001-09810 (Commission File Number)	54-1701843 (I.R.S. Employer Identification No.)
9120 Lockwood Boulevard, (Address of principal executive offices)	Mechanicsville	Virginia
Post Office Box 27626, Richmond, Virginia (Mailing address of principal executive offices)		23116 (Zip Code)
		23261-7626 (Zip Code)

Registrant's telephone number, including area code (804) 723-7000
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, \$2 par value per share	OMI	New York Stock Exchange

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 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 7.01 Regulation FD Disclosure.

Owens & Minor, Inc. (the “Company”) is filing this Current Report on Form 8-K to furnish certain unaudited summary financial information to reconcile the historical Apria, Inc. definition of Adjusted EBITDA to the Owens & Minor, Inc. definition of Adjusted EBITDA for the twelve months ended March 31, 2022. This reconciliation is intended to provide clarity for investors on the Apria Adjusted EBITDA figure presented in our May 3, 2022 Form 8-K, Exhibit 99.1.

The Company is furnishing the summary financial information attached hereto as Exhibit 99.1 pursuant to Item 7.01 of Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 [Unaudited summary Apria adjusted EBITDA reconciliation for Owens & Minor, Inc. and its subsidiaries for the twelve months ended March 31, 2022 \(furnished pursuant to Item 7.01\)](#)
- 104 Cover Page Interactive Data File (the cover page XBRL tags are embedded in the 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 thereunto duly authorized.

OWENS & MINOR, INC.

Date: May 5, 2022

By: /s/ Nicholas J. Pace

Name: Nicholas J. Pace
Title: Executive Vice President, General Counsel and
Corporate Secretary

Owens & Minor, Inc.

Summary Apria Adjusted EBITDA Reconciliation (unaudited)

In connection with Owens & Minor, Inc.'s (the "Company") acquisition of Apria, Inc. ("Apria") on March 29, 2022, we have revised Apria's historical presentation and calculation of adjusted EBITDA to reflect our presentation and calculation of adjusted EBITDA. Accordingly, the following items were deducted from the historical Apria adjusted EBITDA calculation for the twelve months ended March 31, 2022 in our presentation of Apria adjusted EBITDA, as presented in our May 3, 2022 Form 8-K, Exhibit 99.1: \$1.8 million of Apria post-acquisition contribution, \$2.2 million of stock-based compensation (one-time award at IPO), \$5.8 million of other stock-based compensation and \$1.2 million of loss from equity method investment.

Use of Non-GAAP Measures

This Current Report on Form 8-K contains financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). In general, the measures exclude items and charges that (i) management does not believe reflect the Company's core business and relate more to strategic, multi-year corporate activities; or (ii) relate to activities or actions that may have occurred over multiple or in prior periods without predictable trends. Management uses these non-GAAP financial measures internally to evaluate the Company's performance, evaluate the balance sheet, engage in financial and operational planning and determine incentive compensation.

Non-GAAP financial measures presented in this Current Report may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

The non-GAAP financial measures disclosed by the Company should not be considered substitutes for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with GAAP set forth above should be carefully evaluated.