

**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): May 18, 2022**

**HealthStream, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Tennessee**  
(State or Other Jurisdiction  
of Incorporation)

**000-27701**  
(Commission File Number)

**62-1443555**  
(IRS Employer  
Identification No.)

**500 11th Avenue North, Suite 1000,**  
**Nashville, Tennessee**  
(Address of Principal Executive Offices)

**37203**  
(Zip Code)

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

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock (Par Value \$0.00)	HSTM	Nasdaq Global Select Market

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 8.01 Other Events.**

On May 18, 2022, HealthStream, Inc., a Tennessee corporation (the “Company”), issued a press release announcing the Company’s acquisition of CloudCME, LLC, a Nashville-based healthcare technology company. The purchase price paid by HealthStream for the outstanding equity of CloudCME, LLC that HealthStream did not previously own was approximately \$4.08 million in cash, subject to a post-closing working capital adjustment, and 208,567 shares of HealthStream, Inc.'s common stock issued through a private placement at closing. A copy of the press release is filed as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1*	<a href="#">Press release dated May 18, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Furnished herewith.

---

## Exhibit Index

Exhibit Number	Description
99.1*	<a href="#">Press release dated May 18, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

---

\* 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: May 18, 2022

By: \_\_\_\_\_ /s/ Michael M. Collier  
**Michael M. Collier**  
**Executive Vice President, Corporate Strategy and Development**



PRESS RELEASE

**For Immediate Release:**Contact:

Mollie Condra, Ph.D.

HealthStream

(615)-301-3237

[mollie.condra@healthstream.com](mailto:mollie.condra@healthstream.com)

## HealthStream Acquires CloudCME

*HealthStream expands its presence as a market leader in healthcare continuing education and continuing medical education management with the acquisition of another powerful application specifically designed for healthcare organizations and their workforce*

**Nashville, Tennessee (May 18, 2022)** – HealthStream (Nasdaq: HSTM), a leading provider of workforce and provider solutions for the healthcare industry, today announced the completion of its acquisition of the remaining equity interest of CloudCME, a Nashville-based healthcare technology company with a nationwide customer base. HealthStream originally invested in CloudCME in March 2019 when it purchased approximately 20 percent of the equity interest in the company. With its acquisition today of the remaining equity interest in CloudCME, HealthStream gains a best-in-class SaaS-based application for managing all aspects of continuing education within a healthcare organization.

Across all healthcare organizations where patient care is delivered, many hours of CME/CE (“continuing medical education / continuing education”) for physicians and clinical staff are mandated—with the amount and frequency required dependent upon state requirements and particular area of practice. The CloudCME application supports CME, CNE, CPE, Joint Accreditation, and many other credit types, including those designated via providership statuses or obtained via approving bodies. With this acquisition, HealthStream adds an essential application to its ecosystem for all of the critical workforce needs of healthcare organizations associated with CME/CE management.

“As the founder of CloudCME, I am excited about this next level of growth for the company as part of HealthStream—with their ability to further support our customers with resources, great customer care, and innovation,” said Karl Wilkens, Chief Executive Officer, CloudCME. “Our commitment to excellent technology and customer service is strongly shared by HealthStream and I am, therefore, pleased that our customers will continue to receive the same outstanding service they’ve grown to expect from us over the years. I am also excited by the opportunity to join HealthStream in furtherance of our shared vision to ultimately improve the quality of healthcare.”

Its user friendliness, intuitive design, and powerful capabilities have made CloudCME a leading application among healthcare organizations for CME/CE management and delivery. Healthcare organizations using CloudCME are provided with a branded web portal for all their CME/CE operations, as well as a branded mobile app for all of their users. A faculty portal provides quick access to all facets of faculty management, along with a robust content management feature for syllabi, faculty-uploaded presentation slides, PDFs, or videos. Pre-test, post-tests, as well as numerous reporting capabilities are among its many features and capabilities. An attendee portal for live CME/CE events streamlines administration and use for both the healthcare organization and the individual healthcare professional participant.

“I want to warmly welcome all of CloudCME’s customers, users, and employees to HealthStream as we work together to continue supporting the delivery and management of quality CME and CE,” said Kevin O’Hara, Senior Vice President & General Manager, Platform Solutions, HealthStream. “The addition of CloudCME, coupled with our acquisition of Rievent Technologies at the end of 2021, establishes HealthStream as a market-leader for CME and CE management and delivery applications for healthcare organizations and their workforce.”

### *Terms of the Transaction:*

The purchase price paid for the outstanding equity of CloudCME that HealthStream did not previously own was approximately \$4.08 million in cash, subject to post-closing working capital adjustment, and \$4.08 million in shares of HealthStream’s common stock issued through a private placement.

### **About HealthStream**

HealthStream (Nasdaq: HSTM) is dedicated to improving patient outcomes through the development of healthcare organizations’ greatest asset: their people. Our unified suite of solutions is contracted by healthcare organizations across the U.S. for workforce development, training & learning management, nurse & staff scheduling, clinical education, credentialing, privileging, provider enrollment, performance assessment, and managing simulation-based education programs. HealthStream’s corporate office is in Nashville, Tennessee. For more information, visit <http://www.healthstream.com> or call 800-521-0574.

*This press release includes certain forward-looking statements (statements other than solely with respect to historical fact) that involve risks and uncertainties regarding HealthStream. These statements are based upon management’s beliefs, as well as assumptions made by and data currently available to management. This information has been, or in the future may be, included in reliance on the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The Company cautions that forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by the forward-looking statements, including that the anticipated benefits of the acquisition may not be realized, as well as the result of risks referenced in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, filed on February 28, 2022, the Company’s Quarterly Report on Form 10-Q for three months ended March 31, 2022, filed on April 28, 2022, and in the Company’s other filings with the Securities and Exchange Commission from time to time. The Company undertakes no obligation to update or revise any such forward-looking statements.*

####