

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): July 22, 2024 (July 22, 2024)

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:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (Par Value \$0.00)	HSTM	Nasdaq

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 2.02 Results of Operations and Financial Condition.

On July 22, 2024, HealthStream, Inc. (the “Company”) issued a press release announcing results of operations for the second quarter ended June 30, 2024 and updated guidance for the full year 2024, the text of which is set forth in Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On July 22, 2024 the Company issued a press release announcing results of operations for the second quarter ended June 30, 2024 and updated guidance for the full year 2024, the text of which is set forth in Exhibit 99.1.

Item 8.01 Other Events.

On July 22, 2024, we announced that our Board of Directors declared a quarterly cash dividend under the Company's dividend policy in the amount of \$0.028 per share of the Company’s outstanding common stock, which dividend will be payable on August 16, 2024 to holders of record on August 5, 2024.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1*	Press release dated July 22, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Furnished herewith.

Exhibit Index

Exhibit Number	Description
99.1*	Press release dated July 22, 2024
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: July 22, 2024

By: _____ /s/ Scott A. Roberts
Scott A. Roberts
Chief Financial Officer

Contact: Scott A. Roberts
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HEALTHSTREAM ANNOUNCES SECOND QUARTER 2024 RESULTS

NASHVILLE, Tenn. (July 22, 2024)— HealthStream, Inc. (the "Company") (Nasdaq: HSTM), a leading healthcare technology platform for workforce solutions, announced today results for the second quarter ended June 30, 2024.

Second Quarter 2024

- Revenues of \$71.6 million in the second quarter of 2024, up 3.4% from \$69.2 million in the second quarter of 2023
- Operating income of \$4.4 million in the second quarter of 2024, up 10.1% from \$4.0 million in the second quarter of 2023
- Net income of \$4.2 million in the second quarter of 2024, up 0.8% from \$4.1 million in the second quarter of 2023
- Earnings per share (EPS) of \$0.14 per share (diluted) in the second quarter of 2024, up from \$0.13 per share (diluted) in the second quarter of 2023
- Adjusted EBITDA¹ of \$15.8 million in the second quarter of 2024, up 3.3% from \$15.3 million in the second quarter of 2023
- A charge associated with a customer bankruptcy negatively impacted operating income by \$1.0 million, net income by \$0.8 million, EPS by \$0.02 (diluted), and adjusted EBITDA by \$1.0 million in the second quarter of 2024
- Board of Directors declared a quarterly cash dividend of \$0.028 per share, payable on August 16, 2024 to holders of record on August 5, 2024

Financial Results:

Second Quarter 2024 Compared to Second Quarter 2023

Revenues for the second quarter of 2024 increased by \$2.4 million, or 3.4%, to \$71.6 million, compared to \$69.2 million for the second quarter of 2023. Subscription revenues increased \$2.5 million, or 3.8%, and professional services revenues declined by \$0.1 million, or 5.5%, compared to the second quarter of 2023.

Operating income was \$4.4 million for the second quarter of 2024, up 10.1% from \$4.0 million in the second quarter of 2023. The improvement in operating income was primarily attributable to increased revenues and an increase in capitalized labor associated with software development activities, which were partially offset by the \$1.0 million charge associated with the bankruptcy of a single customer as referenced above as well as increases in software, labor costs, and amortization expenses.

¹ Adjusted EBITDA is a non-GAAP financial measure. A reconciliation of adjusted EBITDA to net income and disclosure regarding why we believe adjusted EBITDA provides useful information to investors is included later in this release.

Net income was \$4.2 million in the second quarter of 2024, up 0.8% from \$4.1 million in the second quarter of 2023, and EPS was \$0.14 per share (diluted) in the second quarter of 2024, up from \$0.13 per share (diluted) in the second quarter of 2023.

Adjusted EBITDA was \$15.8 million for the second quarter of 2024, up 3.3% from \$15.3 million in the second quarter of 2023.

A charge associated with the customer bankruptcy referenced above negatively impacted operating income by \$1.0 million, net income by \$0.8 million, EPS by \$0.02 (diluted), and adjusted EBITDA by \$1.0 million in the second quarter of 2024.

At June 30, 2024, the Company had cash and cash equivalents and marketable securities of \$83.0 million. The Company does not have any outstanding indebtedness for borrowed money. Capital expenditures incurred during the second quarter of 2024 were \$6.9 million.

Year-to-Date 2024 Compared to Year-to-Date 2023

For the six months ended June 30, 2024, revenues were \$144.3 million, an increase of 4.5% over revenues of \$138.1 million for the first six months of 2023. Operating income for the first six months of 2024 increased by 46.4% to \$10.1 million, compared to \$6.9 million for the first six months of 2023. The increase in operating income was primarily attributable to higher revenues, a decrease in labor costs (primarily resulting from the absence of restructuring charges incurred during the six months ended June 30, 2024 in connection with the Company's 2023 restructuring under a single platform strategy), and an increase in capitalized labor associated with software development activities. Operating income was also impacted by higher expenses, including software, bad debt related to the customer bankruptcy discussed above, amortization, cloud hosting, general marketing, and travel expenses. Net income for the first six months of 2024 increased to \$9.4 million, compared to \$6.8 million for the first six months of 2023. Earnings per share were \$0.31 per share (diluted) for the first six months of 2024, compared to \$0.22 per share (diluted) for the first six months of 2023. Adjusted EBITDA increased by 13.2% to \$32.9 million for the first six months of 2024, compared to \$29.1 million for the first six months of 2023.

Other Business Updates

On July 22, 2024, the Board approved a quarterly cash dividend under the Company's dividend policy of \$0.028 per share, payable on August 16, 2024 to holders of record on August 5, 2024.

Financial Outlook for 2024

The Company is updating its guidance for 2024 for certain of the measures set forth below. In addition, the Company is including projected net income for 2024 in its guidance as set forth below. For a reconciliation of projected adjusted EBITDA, a non-GAAP financial measure defined later in this release, to projected net income (the most comparable GAAP measure) for 2024, see the table included on page nine of this release.

	Full Year 2024 Guidance				
	Low		High		
Revenue	\$	292.0	-	\$	296.0 million
Net Income	\$	16.7	-	\$	18.6 million
Adjusted EBITDA ¹	\$	64.5	-	\$	67.5 million
Capital Expenditures	\$	28.0	-	\$	30.0 million

¹ Adjusted EBITDA is a non-GAAP financial measure. A reconciliation of projected adjusted EBITDA to projected net income (the most comparable GAAP measure) is included later in this release.

The Company's guidance for 2024 as set forth above reflects the Company's assumptions regarding, among other things, expectations for new sales and renewals, and assumes that general economic conditions, including inflationary pressures, do not deteriorate. This consolidated guidance does not include the impact of any acquisitions that we may complete during 2024, gains or losses from changes in the fair value of minority investments, or impairment of long-lived assets.

"Second quarter 2024 revenues, operating income, and adjusted EBITDA all showed year-over-year growth, which was achieved amidst a couple of unique, one-time customer events presenting headwinds in the quarter," said Robert A. Frist, Jr., Chief Executive Officer, HealthStream. "With strong sales at the end of the second quarter and a solid sales pipeline, our confidence is reinforced in finishing the year with sequential growth and within our guidance range."

A conference call with Robert A. Frist, Jr., Chief Executive Officer, Scott A. Roberts, Chief Financial Officer and Senior Vice President, and Mollie Condra, Vice President of Investor Relations and Communications, will be held on Tuesday, July 23, 2024, at 9:00 a.m. (ET). Participants may access the conference call live via webcast using this link: <https://edge.media-server.com/mmc/p/nvbfhoro>. To participate via telephone, please register in advance using this link: <https://register.vevent.com/register/BI26a9c0161c8a4eb78840c47da97b3936>. A replay of the conference call and webcast will be archived on the Company's website in the Investor Relations section under "Events & Presentations."

Use of Non-GAAP Financial Measures

This press release presents adjusted EBITDA, a non-GAAP financial measure used by management in analyzing the Company's financial results and ongoing operational performance. In order to better assess the Company's financial results, management believes that net income before interest, income taxes, stock-based compensation, depreciation and amortization, and changes in fair value of, including gains (losses) on the sale of, non-marketable equity investments ("adjusted EBITDA") is a useful measure for evaluating the operating performance of the Company because adjusted EBITDA reflects net income adjusted for certain GAAP accounting, non-cash, and/or non-operating items which may not, in any such case, fully reflect the underlying operating performance of our business. In addition, as discussed below, for periods ended on or prior to December 31, 2023, adjusted EBITDA excludes the impact of the deferred revenue write-downs associated with fair value accounting for acquired businesses. We believe that adjusted EBITDA is useful to investors to assess the Company's ongoing operating performance and to compare the Company's operating performance between periods. In addition, certain short-term cash incentive bonuses and performance-based equity awards are based on the achievement of adjusted EBITDA (as defined in applicable bonus and equity grant documentation) targets.

As previously disclosed, prior to the Company early adopting ASU 2021-08 effective January 1, 2022, following the completion of any acquisition by the Company, the Company was required to record the acquired deferred revenue at fair value as defined in GAAP, which typically resulted in a write-down of the acquired deferred revenue. In connection therewith, management determined that including an adjustment in the definition of adjusted EBITDA for the impact of the deferred revenue write-downs associated with fair value accounting for businesses acquired prior to the January 1, 2022 effective date of the Company's adoption of ASU 2021-08 (the "Pre-2022 Acquisitions") provided useful information to investors because the deferred revenue write-down recognized in periods after any such Pre-2022 Acquisitions could, given the nature of this non-cash accounting impact, cause our GAAP financial results during such periods to not fully reflect our underlying operating performance. Following the adoption of ASU 2021-08, contracts acquired in an acquisition completed on or after January 1, 2022 have been measured as if the Company had originated the contract (rather than the contract being measured at fair value) such that, for such acquisitions, the Company no longer records deferred revenue write-downs associated with acquired businesses. With respect to periods ended on or prior to December 31, 2023, the Company has included an adjustment in the calculation of adjusted EBITDA for the impact of deferred revenue write-downs associated with the Pre-2022 Acquisitions consistent with this prior accounting standard, given the ongoing impact of such deferred revenue on our financial results under GAAP over this time period. With respect to periods beginning on and after January 1, 2024, the Company no longer recognizes any deferred revenue write-downs associated with the Pre-2022 Acquisitions under GAAP, and accordingly such deferred revenue write-downs are not an adjustment in connection with the calculation of adjusted EBITDA for periods on and after January 1, 2024.

Adjusted EBITDA is a non-GAAP financial measure and should not be considered as a measure of financial performance under GAAP. Because adjusted EBITDA is not a measurement determined in accordance with GAAP, adjusted EBITDA is susceptible to varying calculations. Accordingly, adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies and has limitations as an analytical tool.

This non-GAAP financial measure should not be considered a substitute for, or superior to, measures of financial performance, which are prepared in accordance with GAAP. Investors are encouraged to review the reconciliations of adjusted EBITDA to net income (the most comparable GAAP measure), which is set forth below in this release.

About HealthStream

HealthStream (Nasdaq: HSTM) is the healthcare industry's largest ecosystem of platform-delivered workforce solutions that empowers healthcare professionals to do what they do best: deliver excellence in patient care. For more information about HealthStream, visit www.healthstream.com or call 800-521-0574.

HEALTHSTREAM, INC.
Condensed Consolidated Statements of Income
(In thousands, except per share data)
(Unaudited)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30,</u> <u>2024</u>	<u>June 30,</u> <u>2023</u>	<u>June 30,</u> <u>2024</u>	<u>June 30,</u> <u>2023</u>
Revenues, net	\$ 71,556	\$ 69,198	\$ 144,316	\$ 138,144
Operating costs and expenses:				
Cost of revenues (excluding depreciation and amortization)	23,738	23,567	48,355	47,424
Product development	12,076	11,031	24,107	22,711
Sales and marketing	11,405	11,307	23,179	23,035
Other general and administrative expenses	9,556	9,063	17,868	17,927
Depreciation and amortization	10,370	10,222	20,706	20,148
Total operating costs and expenses	<u>67,145</u>	<u>65,190</u>	<u>134,215</u>	<u>131,245</u>
Operating income	4,411	4,008	10,101	6,899
Other income, net	<u>889</u>	<u>492</u>	<u>1,741</u>	<u>742</u>
Income before income tax provision	5,300	4,500	11,842	7,641
Income tax provision	1,132	367	2,448	885
Net income	<u>\$ 4,168</u>	<u>\$ 4,133</u>	<u>\$ 9,394</u>	<u>\$ 6,756</u>
Net income per share:				
Basic	<u>\$ 0.14</u>	<u>\$ 0.13</u>	<u>\$ 0.31</u>	<u>\$ 0.22</u>
Diluted	<u>\$ 0.14</u>	<u>\$ 0.13</u>	<u>\$ 0.31</u>	<u>\$ 0.22</u>
Weighted average shares of common stock outstanding:				
Basic	<u>30,401</u>	<u>30,684</u>	<u>30,357</u>	<u>30,638</u>
Diluted	<u>30,526</u>	<u>30,775</u>	<u>30,472</u>	<u>30,717</u>
Dividends declared per share	<u>\$ 0.028</u>	<u>\$ 0.025</u>	<u>\$ 0.056</u>	<u>\$ 0.050</u>

HEALTHSTREAM, INC.
Condensed Consolidated Balance Sheets
(In thousands)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 46,131	\$ 40,333
Marketable securities	36,869	30,800
Accounts and unbilled receivables, net	36,195	38,446
Prepaid and other current assets	19,917	20,631
Total current assets	139,112	130,210
Capitalized software development, net	41,540	40,643
Property and equipment, net	11,880	13,005
Operating lease right of use assets, net	18,842	20,114
Goodwill and intangible assets, net	252,140	259,410
Deferred commissions	31,377	31,700
Other assets	4,664	4,860
Total assets	\$ 499,555	\$ 499,942
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, accrued, and other liabilities	\$ 24,996	\$ 34,738
Deferred revenue	86,887	83,623
Total current liabilities	111,883	118,361
Deferred tax liabilities	15,568	16,132
Deferred revenue, noncurrent	1,891	2,169
Operating lease liability, noncurrent	18,780	20,247
Other long-term liabilities	2,219	2,281
Total liabilities	150,341	159,190
Shareholders' equity:		
Common stock	250,368	249,075
Accumulated other comprehensive loss	(1,217)	(691)
Retained earnings	100,063	92,368
Total shareholders' equity	349,214	340,752
Total liabilities and shareholders' equity	\$ 499,555	\$ 499,942

HEALTHSTREAM, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended	
	June 30, 2024	June 30, 2023
Operating activities:		
Net income	\$ 9,394	\$ 6,756
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,706	20,148
Stock-based compensation	2,154	2,038
Amortization of deferred commissions	5,956	5,464
Deferred income taxes	(542)	(490)
Provision for credit losses	1,802	371
Loss on equity method investments	82	241
Other	(746)	(342)
Changes in assets and liabilities:		
Accounts and unbilled receivables	449	1,460
Prepaid and other assets	(5,569)	(8,733)
Accounts payable, accrued, and other liabilities	(9,282)	(3,042)
Deferred revenue	2,985	1,618
Net cash provided by operating activities	<u>27,389</u>	<u>25,489</u>
Investing activities:		
Business combinations, net of cash acquired	—	(6,621)
Changes in marketable securities	(5,330)	(21,983)
Proceeds from sale of non-marketable equity investments	765	—
Purchases of property and equipment	(914)	(1,382)
Payments associated with capitalized software development	(13,552)	(13,309)
Net cash used in investing activities	<u>(19,031)</u>	<u>(43,295)</u>
Financing activities:		
Taxes paid related to net settlement of equity awards	(861)	(797)
Payment of cash dividends	(1,700)	(1,534)
Net cash used in financing activities	<u>(2,561)</u>	<u>(2,331)</u>
Effect of exchange rate changes on cash and cash equivalents	1	(81)
Net increase (decrease) in cash and cash equivalents	5,798	(20,218)
Cash and cash equivalents at beginning of period	40,333	46,023
Cash and cash equivalents at end of period	<u>\$ 46,131</u>	<u>\$ 25,805</u>

Reconciliation of GAAP to Non-GAAP Financial Measures⁽¹⁾
Operating Results Summary
(In thousands)
(Unaudited)

	Three Months Ended June		Six Months Ended June 30,	
	2024	2023	2024	2023
GAAP net income	\$ 4,168	\$ 4,133	\$ 9,394	\$ 6,756
Deferred revenue write-down	—	48	—	98
Interest income	(944)	(550)	(1,848)	(913)
Interest expense	25	33	49	65
Income tax provision	1,132	367	2,448	885
Stock-based compensation expense	1,094	1,093	2,154	2,038
Depreciation and amortization	10,370	10,222	20,706	20,148
Adjusted EBITDA	<u>\$ 15,845</u>	<u>\$ 15,346</u>	<u>\$ 32,903</u>	<u>\$ 29,077</u>

(1) This press release presents adjusted EBITDA, which is a non-GAAP financial measure used by management in analyzing its financial results and ongoing operational performance.

Reconciliation of GAAP to Non-GAAP Financial Measures
Financial Outlook for 2024
(In thousands)
(Unaudited)

	Low	High
Net income	\$ 16,700	\$ 18,600
Interest income	(3,200)	(3,300)
Interest expense	100	100
Income tax provision	4,700	5,300
Stock-based compensation expense	4,500	4,700
Depreciation and amortization	41,700	42,100
Adjusted EBITDA	<u>\$ 64,500</u>	<u>\$ 67,500</u>

This press release includes certain forward-looking statements (statements other than solely with respect to historical fact), including statements regarding expectations for financial performance for 2024 and our quarterly dividend policy, 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 as a result of negative economic conditions, inflationary conditions, geopolitical instability (including as the result of the Russia/Ukraine conflict, the conflict in the Middle East, and the potential expansion of such conflicts), legal requirements and contractual restrictions which may affect continuation of our quarterly cash dividend policy and the declaration and/or payment of dividends thereunder, which may be modified, suspended, or canceled in any manner and at any time that our Board may deem necessary or appropriate, as well as risks referenced in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed on February 26, 2024, and in the Company's other filings with the Securities and Exchange Commission from time to time. Consequently, such forward-looking information should not be regarded as a representation or warranty or statement by the Company that such projections will be realized. Many of the factors that will determine the Company's future results are beyond the ability of the Company to control or predict. Readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. The Company undertakes no obligation to update or revise any such forward-looking statements.

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