
**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): November 01, 2024

Aveanna Healthcare Holdings Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40362
(Commission File Number)

81-4717209
(IRS Employer
Identification No.)

400 Interstate North Parkway SE
Atlanta, Georgia
(Address of Principal Executive Offices)

30339
(Zip Code)

Registrant's Telephone Number, Including Area Code: 770 441-1580

(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, par value \$0.01 per share	AVAH	The Nasdaq Global Select Market

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors

On November 1, 2024, the Board of Directors (the “Board”) of Aveanna Healthcare Holdings Inc. (the “Company”) appointed Brent Layton to serve as a Class III director and as a member of the Audit Committee of the Board (the “Audit Committee”), to fill a vacancy. Mr. Layton will serve as a director until the Company’s 2027 Annual Meeting of Stockholders and until his successor shall have been elected and qualified, subject to his earlier death, resignation, retirement, disqualification or removal.

Brent Layton, age 57, currently serves as Chief Executive Officer of Sharecare, a digital healthcare company that delivers software and tech-enabled services to stakeholders across the healthcare ecosystem. He has served in this role since January 2024. Mr. Layton previously held various positions at Centene Corporation for over twenty years, most recently as the President and Chief Operating Officer. In terms of board experience, Mr. Layton serves as chairman of the board for Homeward. He also serves as a director for an Atlanta, Georgia based non-profit, City of Refuge. Mr. Layton earned his bachelor’s degree in political science and government from the University of Georgia.

There are no arrangements or understandings between Mr. Layton and any other person pursuant to which Mr. Layton was appointed as a director of the Company. The Board has determined that Mr. Layton is independent under the applicable rules of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market.

The Company has not engaged in any transaction, or any currently proposed transaction, in which Mr. Layton had or will have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K promulgated by the SEC.

Mr. Layton will participate in the standard non-employee director compensation arrangements described under the section entitled “Executive Compensation—Director Compensation” in the Company’s annual Proxy Statement, dated April 1, 2024, filed with the SEC pursuant to Rule 14(a) of the Securities Act of 1934 (File No. 001-40362).

A copy of the press release announcing Mr. Layton’s appointment as a director is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release dated November 4, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



**AVEANNA HEALTHCARE HOLDINGS ANNOUNCES
APPOINTMENT OF NEW DIRECTOR**

Atlanta, Georgia (November 4, 2024) – Aveanna Healthcare Holdings Inc. (NASDAQ: AVAH), a leading, diversified home care platform focused on providing care to medically complex, high-cost patient populations, today announced the appointment of Brent Layton to serve as a Class III director of the Board of Directors of Aveanna Healthcare Holdings Inc., and additionally as a member of the Audit Committee of the Board, effective November 1, 2024.

“I am delighted to announce the appointment of Brent Layton to our Aveanna Board of Directors. Brent brings a wealth of healthcare knowledge from over 20 years of leadership at Centene Corporation. Brent’s experience working with state and federal healthcare policy makers and managed care organizations will be invaluable as we continue to grow and execute our strategic plans. Brent will be a wonderful addition to our Board and will provide support to Jeff and the entire management team.” said Rod Windley, Chairman of the Board of Aveanna.

Brent Layton, age 57, currently serves as Chief Executive Officer of Sharecare, a digital healthcare company that delivers software and tech-enabled services to stakeholders across the healthcare ecosystem. He has served in this role since January 2024. Formerly the president and chief operating officer of Centene Corporation, a Fortune 25 company, Brent served in many roles and capacities over more than 20 years. As president and COO, he oversaw the company’s healthcare offerings, including 31 state Medicaid health plans; Ambetter, the nation’s largest health insurance exchange provider; and WellCare, the nation’s sixth largest Medicare Advantage company. A native of Cartersville, Georgia, Brent earned his bachelor’s degree from the University of Georgia. “I am excited to join the Aveanna Family as a Director. I have dedicated my professional career to building a stronger, more efficient healthcare delivery model in this country, and believe strongly in the Aveanna story and the value they bring to patients as well as government and payor partners. I look forward to working with Rod, Jeff and the Board at Aveanna in executing the Company’s mission and continuing to build success as a leader in value-based care in the home,” said Brent Layton.

“It is a pleasure to welcome Brent to our Aveanna Family. I look forward to partnering with Brent as we continue to fulfill our Mission. Brent’s wealth of knowledge and experience with Payors and Government Agencies will help guide our team in the further development of our preferred partnerships.” said Jeff Shaner, Chief Executive Officer of Aveanna.

Forward-Looking Statements

Certain matters discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements (other than statements of historical facts) in this press release regarding our prospects, plans, financial position, business strategy and expected financial and operational results may constitute forward-looking statements. Forward-looking statements generally can be identified by the use of terminology such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may,” “should,” “would,” “predict,” “project,” “potential,” “continue,” “could,” “design,” or the negatives of these terms or variations of them or similar expressions. These statements are based on certain assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate in these circumstances. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. Forward-looking statements involve a number of risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements, such as our ability to successfully execute our growth strategy, including through organic growth and the completion of acquisitions, effective integration of the companies we acquire, unexpected costs of acquisitions and dispositions, the possibility that expected cost synergies may not materialize as expected, the failure of Aveanna or the companies we acquire to perform as expected, estimation inaccuracies in revenue recognition, our ability to drive margin leverage through lower costs, unexpected increases in SG&A and other expenses, changes in reimbursement, changes in government regulations, changes in Aveanna’s relationships with referral sources, increased competition for Aveanna’s services or wage inflation, the failure to retain or attract employees, changes in the interpretation of government regulations or discretionary determinations made by government officials, uncertainties regarding the outcome of rate discussions with managed care organizations and our ability to effectively collect our cash from these organizations, changes in the case-mix of our patients, as well as the payor mix and payment methodologies, legal proceedings, claims or governmental inquiries, our ability to effectively collect and submit data required under Electronic Visit Verification regulations, our ability to comply with the terms and conditions of the CMS Review Choice Demonstration program, our ability to effectively implement and transition

to new electronic medical record systems or billing and collection systems, a failure to maintain the security and functionality of our information systems or to defend against or otherwise prevent a cybersecurity attack or breach, changes in tax rates, our substantial indebtedness, the impact of adverse weather, and other risks set forth under the heading “Risk Factors” in Aveanna’s Annual Report on Form 10-K for its 2023 fiscal year filed with the Securities and Exchange Commission on March 14, 2024, which is available at www.sec.gov. In addition, these forward-looking statements necessarily depend upon assumptions, estimates and dates that may prove to be incorrect or imprecise. Accordingly, forward-looking statements included in this press release do not purport to be predictions of future events or circumstances, and actual results may differ materially from those expressed by forward-looking statements. All forward-looking statements speak only as of the date made, and Aveanna undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

About Aveanna Healthcare

Aveanna Healthcare is headquartered in Atlanta, Georgia and has locations in 33 states providing a broad range of pediatric and adult healthcare services including nursing, rehabilitation services, occupational nursing in schools, therapy services, day treatment centers for medically fragile and chronically ill children and adults, home health and hospice services, as well as delivery of enteral nutrition and other products to patients. The Company also provides case management services in order to assist families and patients by coordinating the provision of services between insurers or other payers, physicians, hospitals, and other healthcare providers. In addition, the Company provides respite healthcare services, which are temporary care provider services provided in relief of the patient’s normal caregiver. The Company’s services are designed to provide a high quality, lower cost alternative to prolonged hospitalization. For more information, please visit www.aveanna.com.
