

**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): June 10, 2024

INNOVAGE HOLDING CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-40159

(Commission File Number)

81-0710819

(IRS Employer
Identification No.)

8950 E. Lowry Boulevard
Denver, CO

(Address of principal executive offices)

80230

(Zip Code)

(844) 803-8745

(Registrant's telephone number, including area code)

Not Applicable

(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, \$0.001 par value	INNV	The Nasdaq Stock Market LLC (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 8.01. Other Events.

On June 10, 2024, InnovAge Holding Corp. (the “Company”) announced that its Board of Directors approved a share repurchase program (the “Program”) that authorizes the Company to repurchase up to \$5.0 million of its common stock, par value \$0.001 per share. Shares repurchased under the Program may be made from time to time on the open market including in compliance with Rule 10b-18 under the Exchange Act of 1934, in privately negotiated transactions, or in any other manner that complies with the applicable securities law, including through the use of Rule 10b5-1 trading plans. The timing of purchases and number of shares repurchased under the Program will depend upon a variety of factors including the Company’s stock price, trading volume, corporate and regulatory requirements and market conditions. The Company is not obligated to purchase any shares under the Program and the Program may be suspended or discontinued at any time without notice.

A copy of the press release announcing the Program is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit	Description
99.1	Press Release of InnovAge Holding Corp., dated June 10, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

INNOVAGE HOLDING CORP.

Date: June 10, 2024

By: /s/ Benjamin C. Adams

Name: Benjamin C. Adams

Title: Chief Financial Officer



**INNOVAGE HOLDING CORP. ANNOUNCES
\$5.0 MILLION SHARE REPURCHASE PROGRAM**

DENVER, CO., June 10, 2024 - InnovAge Holding Corp. (NASDAQ: INNV) (the “Company” or “InnovAge”) announced today that its Board of Directors has approved a share repurchase program (the “Program”) that authorizes the Company to repurchase up to \$5.0 million of its common stock.

Share repurchases under the Program may be made from time to time on the open market, including pursuant to the safe harbor provided under Rule 10b-18 of the Securities Exchange Act of 1934, in privately negotiated transactions, or in any other manner that complies with the applicable securities law, including through the use of Rule 10b5-1 trading plans. The timing of purchases and number of shares repurchased under the Program will depend upon a variety of factors including the Company’s stock price, trading volume, corporate and regulatory requirements, and market conditions. The Company is not obligated to purchase any shares under the Program and the Program may be suspended or discontinued at any time without notice.

About InnovAge

InnovAge is a market leader in managing the care of high-cost, frail, predominantly dual-eligible seniors. Our mission is to enable seniors to age independently in their own homes for as long as safely possible. Our patient-centered care model is designed to improve the quality of care our participants receive, while reducing over-utilization of high-cost care settings. InnovAge believes its healthcare model is one in which all constituencies — participants, their families, providers and government payors — “win.” As of March 31, 2024, InnovAge served approximately 6,820 participants across 19 centers in six states. With the opening of its Orlando center, InnovAge currently operates 20 centers. <https://www.innovage.com>.

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Forward-Looking Statements - Safe Harbor

This press release contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “intend,” “believe,” “expect,” “will” and similar references to future periods. Forward-looking statements may be identified by the fact that they do not relate strictly to historical or current facts. Examples of forward-looking statements include, among others, statements regarding the Company’s Program, including the timing and amount of any share repurchases made pursuant to the Program, if any, and the effects of any of the foregoing on our future results of operations or financial conditions.

You should not place undue reliance on our forward-looking statements. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results may differ materially from those indicated in the forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the viability of our growth strategy, including our ability to obtain licenses to open de novo centers; our ability to attract new participants and retain existing participants; the results of periodic inspections, reviews, audits and investigations under the federal and state government programs; the adverse impact of inspections, reviews, audits investigations, legal proceedings, enforcement actions and litigation; and the impact on our business from ongoing macroeconomic challenges, including labor shortages and inflation. For a detailed discussion of the risks and uncertainties that could affect our actual results, please refer to the risk factors identified in our SEC reports, including, but not limited to our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, in each case, as filed with the SEC.

Any forward-looking statement made by the Company in this press release is based only on information currently available to us and speaks only as of the date on which it is made. Except as required by law, we undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.