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**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): February 28, 2023**

**The Pennant Group, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

**001-38900**

**83-3349931**

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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1675 E Riverside Drive, Suite 150,  
Eagle, ID 83616**

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(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(208) 506-6100**

**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))

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	PNTG	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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

On February 28, 2023, Mr. Daniel Walker notified the Board of Directors (the “Board”) of The Pennant Group, Inc. (the “Company”) of his resignation as Chairman of the Board.

Also on February 28, 2023, the Board appointed (i) Mr. Barry Smith as Chairman of the Board (ii) Mr. Brent Guerisoli, the Company’s current Chief Executive Officer, as Director, with both such appointments to be effective February 28, 2023. Biographical information for Mr. Guerisoli and Mr. Gochmour can found in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 14, 2022, which such information is incorporated herein by reference.

There are no arrangements or understandings between Mr. Smith or Mr. Guerisoli and any other persons pursuant to which they were selected as a director of the Company. There are no family relationships between Mr. Smith or Mr. Guerisoli and any director or executive officer of the Company, and neither Mr. Smith or Mr. Guerisoli have any direct or indirect material interest in any related party transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On February 28, 2023, the Company issued a press release announcing the management changes set forth in Item 5.02 of this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release dated February 28, 2022
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

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**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.

Dated: February 28, 2023

THE PENNANT GROUP, INC.

By: /s/ KIRK S. CHENEY

Kirk S. Cheney

Corporate Secretary



## **The Pennant Group Appoints Barry Smith as Chairman and Brent Guerisoli as Director**

EAGLE, Idaho, February 28, 2023 – The Pennant Group, Inc. (NASDAQ: PNTG), the parent company of the Pennant group of affiliated home health, hospice and senior living companies, today announced the appointment of Barry Smith as Chairman of its board of directors and Brent Guerisoli as a member of its board of directors.

Mr. Smith has served on Pennant's board since 2021. He previously served as Chairman and CEO of Magellan Health, Inc., the nation's largest provider of behavioral health services and a leading provider of pharmacy benefit management services, from 2013 to 2019, and as Chairman, President and CEO of VistaCare, a national hospice provider, from 1996 to 2002. "Barry is a talented leader with deep knowledge of Pennant's culture, its industry, and its people," said Daniel Walker, Pennant's current Chairman of the Board. "Barry's judgment, experience and relationship-building skills are exceptional. Pennant will benefit from his Chairmanship and leadership on the Board."

Mr. Smith succeeds Mr. Walker, who has served as Pennant's Chairman since its inception as an independent public company in 2019. In 2022, Mr. Walker stepped down from his role as CEO of the Company in consideration of his family circumstances, to pursue charitable causes, and to create space for the next generation of Pennant leaders. In furtherance of those same goals, Mr. Walker has now chosen to formally step away from Pennant's board. "The organization and the team are in the ideal place to move forward without my continued involvement. I look forward to focusing on family and charitable endeavors, which I expect to require my full time attention," said Mr. Walker.

Pennant's board also announced the appointment of Brent Guerisoli, Pennant's CEO, to its board. "In more than a decade with Pennant, I have had the opportunity to lead an individual operation, cluster, market and company while also supporting the service center," Mr. Guerisoli stated. "In every part of my Pennant journey, I have seen the incredible impact of individual leaders united by our mission, culture and operating principles. I look forward to joining Barry on the board and working closely with these distinguished leaders to drive the organization forward."

Mr. Smith's and Mr. Guerisoli's appointments are effective today, February 28, 2023. Mr. Guerisoli will serve as a Class I director eligible for reelection in 2023. He will serve on the Board's Quality and Compliance Committee. The number of directors on Pennant's board will remain unchanged at eight.

### **About Pennant**

The Pennant Group, Inc. is a holding company of independent operating subsidiaries that provide healthcare services through 95 home health and hospice agencies and 49 senior living communities located throughout Arizona, California, Colorado, Idaho, Iowa, Montana, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming. Each of these businesses is operated by a separate,

independent operating subsidiary that has its own management, employees and assets. References herein to the consolidated "company" and "its" assets and activities, as well as the use of the terms "we," "us," "its" and similar verbiage, are not meant to imply that The Pennant Group, Inc. has direct operating assets, employees or revenue, or that any of the home health and hospice businesses, senior living communities or the Service Center are operated by the same entity. More information about Pennant is available at [www.pennantgroup.com](http://www.pennantgroup.com).

**Contact Information**

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SOURCE: The Pennant Group, Inc.