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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): December 23, 2021**

**The Pennant Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-38900**

**83-3349931**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

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

(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.**

Mr. Roderic W. Lewis has informed The Pennant Group, Inc. (the “Company”) of his decision to resign from its Board of Directors (the “Board”) for personal reasons, effective December 31, 2021. Mr. Lewis indicated that his departure did not reflect any disagreement with the Company.

On December 23, 2021, the Board of Directors (the “Board”) of The Pennant Group, Inc. (the “Company”), upon the recommendation of the Nominating and Governance Committee (the “Nominating Committee”) of the Board, appointed Gregory K. Morris to serve on the Board of the Company effective January 1, 2022. Mr. Morris serves as a managing partner in MorrisHuml LLC—a consultancy that supports Fortune 1000 firms across industry sectors—where his areas of focus include strategy implementation, strategic alignment, prospective risk mitigation and shaping culture through action learning. Mr. Morris has served in that role since 2007. Prior to MorrisHuml, LLC, he was a partner at Morris & Gunter Associates, LLC. He was senior vice president for strategy and business development for Advocate Health Care, as well as Vice President of Cap Gemini Ernst & Young and Senior Partner at Ernst & Young. His insurance experience includes serving as senior vice president health care delivery and corporate medical director for Blue Cross and Blue Shield National Capital Area, Eastern Region Medical Director for MetLife and Medical Director for CIGNA Healthcare of Georgia. He achieved the rank of Major with the Army National Guard/U.S. Army and was awarded the Bronze Star. Mr. Morris graduated from Morehouse College and received his MD from Emory University School of Medicine.

Mr. Morris was appointed as a Class II director to serve on the Board until the Company’s Annual Meeting of Stockholders in 2024. The Board has determined that Mr. Morris is independent under applicable rules of the Nasdaq Stock Market, resulting in six of the Board’s eight directors being independent. The Board has appointed Mr. Morris to serve on the Quality Assurance Committee. There are no arrangements or understandings between Mr. Smith and any other person pursuant to which such director was appointed to serve on the Board. Additionally, Mr. Smith does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Morris will receive compensation for his service as a director in accordance with the Company’s standard compensation program for non-employee directors, which is summarized in our the Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission (the “SEC”) on April 13, 2021. In accordance with the Company’s customary practice and Delaware law, the Company will also enter into its standard form of indemnity agreement with Mr. Morris, which agreement is filed as Exhibit 10.11 to Amendment No. 2 to the Registration Statement on Form 10 filed with the SEC on August 19, 2019.

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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 December 23, 2021
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: December 23, 2021

THE PENNANT GROUP, INC.

By:           /s/ JENNIFER L. FREEMAN          

Jennifer L. Freeman  
Chief Financial Officer



## The Pennant Group Announces Director Changes

EAGLE, Idaho, December 23, 2021 (GLOBE NEWSWIRE) - The Pennant Group, Inc. (NASDAQ: PNTG), the parent company of the Pennant group of affiliated home health, hospice and senior living companies, today announced that Mr. Roderic W. Lewis notified the Board of Directors (the "Board") that he intends to retire as a director of the company effective December 31, 2021. The Company also announced that the Board has appointed Gregory K. Morris, MD to fill the seat vacated by Mr. Lewis beginning January 1, 2022.

"Rod's deep experience with corporate governance and complex strategic transactions were critical as we completed the spin-off from Ensign and began our journey as a stand-alone public company," commented Daniel Walker, Pennant's CEO and Chairman of the Board. "We are beyond grateful for his service to our organization and wish him the best in the next chapter."

Mr. Morris is a partner in MorrisHuml LLC—a consultancy that supports Fortune 1000 firms across industry sectors—where his areas of focus include strategy implementation, strategic alignment, prospective risk mitigation and shaping culture through action learning. Prior to MorrisHuml, he was a partner at Morris & Gunter Associates, LLC. He was senior vice president for strategy and business development for Advocate Health Care, as well as Vice President of Cap Gemini Ernst & Young and Senior Partner at Ernst & Young. His insurance experience includes serving as senior vice president health care delivery and corporate medical director for Blue Cross and Blue Shield National Capital Area, Eastern Region Medical Director for MetLife and Medical Director for CIGNA Healthcare of Georgia. He achieved the rank of Major with the Army National Guard/U.S. Army and was awarded the Bronze Star. Mr. Morris graduated from Morehouse College and received his MD from Emory University School of Medicine.

Commenting on Mr. Morris's appointment, Mr. Walker said, "We are thrilled to welcome Greg to the Board. He brings a wealth of knowledge in leadership development, culture-building and strategic execution that align closely with our unique operating model, and his extensive work training thousands of leaders will provide significant value to the local leaders across Pennant. He also possesses critical insights from a breadth of experience across healthcare and business settings. We look forward to welcoming to our organization."

Once his appointment to the Board is effective, Mr. Morris will serve on the Quality Assurance and Compliance Committee along with Ms. JoAnne Stringfield (chair), Mr. Christopher Christensen, Mr. Barry Smith and Mr. Walker. Mr. Morris will serve as a Class II director with an initial term ending in 2024. The Board has determined that Mr. Morris is independent under applicable rules of the Nasdaq Stock Market, resulting in six of the Board's eight directors being independent.

## **About Pennant**

The Pennant Group, Inc. is a holding company of independent operating subsidiaries that provide healthcare services through 88 home health and hospice agencies and 54 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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[ir@pennantgroup.com](mailto:ir@pennantgroup.com)

SOURCE: The Pennant Group, Inc.