

**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): April 1, 2025

LANTHEUS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36569
(Commission
File Number)

35-2318913
(IRS Employer
Identification No.)

**201 Burlington Road, South Building
Bedford, Massachusetts 01730**
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (978) 671-8001

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 (see General Instruction 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))

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	LNTH	The Nasdaq Global 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 2.01 Completion of Acquisition or Disposition of Assets.

On April 1, 2025, Lantheus Medical Imaging, Inc., a Delaware corporation (“*Lantheus Medical*”) and wholly owned subsidiary of Lantheus Holdings, Inc., a Delaware corporation (“*Lantheus*” or the “*Company*”), completed its previously announced acquisition of Evergreen Theragnostics, Inc., a Delaware corporation (“*Evergreen*”), by means of a statutory merger of Project Hazel Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Lantheus Medical (“*Merger Sub*”), with and into Evergreen, with Evergreen surviving as a wholly owned subsidiary of Lantheus Medical (the “*Merger*”). The Merger was effectuated pursuant to an Agreement and Plan of Merger, dated as of January 27, 2025 (the “*Merger Agreement*”) by and among Lantheus Medical, Evergreen, Merger Sub, Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative, agent and attorney-in-fact of Evergreen’s securityholders, and Lantheus, solely for the purposes of Section 11.2 of the Merger Agreement. Evergreen is a clinical-stage radiopharmaceutical company engaged in Contract Development and Manufacturing (CDMO) services as well as drug discovery and commercialization of proprietary products.

In connection with the closing of the Merger, Lantheus Medical paid approximately \$275 million in cash, subject to customary adjustments as set forth in the Merger Agreement, representing the \$250 million upfront cash payment and a \$25 million milestone payment in respect of a milestone achieved after the date of the Merger Agreement and prior to the closing. Additional milestone payments up to an aggregate of \$727.5 million in cash, subject to certain adjustments set forth in the Merger Agreement, remain potentially payable under the Merger Agreement, subject to the achievement of certain milestone trigger events and the other terms and conditions of the Merger Agreement.

Under the terms of the Merger Agreement, all issued and outstanding Evergreen common stock (other than cancelled shares and dissenting shares), all outstanding and unexercised, whether vested or unvested, Evergreen options and all Evergreen restricted stock units, whether vested or unvested, that were outstanding and unsettled immediately prior to the closing of the Merger were canceled in exchange for the merger consideration as set forth in the Merger Agreement.

The Merger Agreement was approved by the Boards of Directors of both companies (other than by Dr. Gerard Bér, who is a director of both Lantheus and Evergreen, and by Heinz Mäusli, who is a director of Lantheus and an advisor of Evergreen, both of whom were recused from Board discussions at both companies). The foregoing description of the Merger Agreement and the Merger does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to Lantheus’ Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2025 and is incorporated into this report by reference.

Item 7.01 Regulation FD Disclosure

On April 1, 2025, Lantheus issued a press release announcing the closing of the Merger. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 1, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

LANTHEUS HOLDINGS, INC.

By: /s/ Daniel Niedzwiecki
Name: Daniel Niedzwiecki
Title: Chief Administrative Officer and General Counsel

Date: April 1, 2025



Lantheus Completes Acquisition of Evergreen Theragnostics

BEDFORD, Mass., April 1, 2025 – Lantheus Holdings, Inc. (“Lantheus” or the “Company”) (NASDAQ: LNTH), the leading radiopharmaceutical-focused company committed to enabling clinicians to Find, Fight and Follow disease to deliver better patient outcomes, today announced that it has completed its previously announced acquisition of Evergreen Theragnostics, Inc. (“Evergreen”), a clinical-stage radiopharmaceutical company. The acquisition was first announced on January 28, 2025.

Through the transaction, Lantheus has acquired OCTEVY™, a registrational-stage PET diagnostic imaging agent targeting neuroendocrine tumors, which complements Lantheus’ therapeutic candidate PNT2003, as well as a portfolio of clinical and pre-clinical theranostic pairs. The acquisition also advances Lantheus’ capabilities with the addition of Evergreen’s radioligand therapy manufacturing infrastructure, including a revenue-generating CDMO business.

“Today marks a significant milestone in our journey to expand our radiopharmaceutical leadership and we’re excited to welcome Evergreen’s talented team to Lantheus,” said Brian Markison, CEO of Lantheus. “By acquiring Evergreen Theragnostics, we are enhancing Lantheus’ capabilities across the entire radiopharmaceutical value chain, from development to manufacturing to commercialization. With Evergreen’s scalable manufacturing infrastructure and expertise as well as its promising pipeline of oncology-focused assets, including OCTEVY, we are better positioned than ever to meet the complex demands of the market. We look forward to integrating Evergreen’s capabilities to drive innovation and deliver better outcomes for patients worldwide.”

About Lantheus

Lantheus is the leading radiopharmaceutical-focused company, delivering life-changing science to enable clinicians to Find, Fight and Follow disease to deliver better patient outcomes. Headquartered in Massachusetts with offices in New Jersey, Canada and Sweden, Lantheus has been providing radiopharmaceutical solutions for more than 65 years. For more information, visit www.lantheus.com.

About Evergreen Theragnostics, Inc.

Evergreen Theragnostics is focused on improving the available options for cancer patients using radiopharmaceuticals. The company is engaged in Contract Development and Manufacturing (CDMO) services as well as drug discovery and commercialization of proprietary products. Evergreen is headquartered in Springfield, NJ in a state-of-the-art GMP radiopharmaceutical facility. The company was founded in 2019 by a team that brings a strong track record in theragnostic radiopharmaceutical manufacturing, research, and clinical development. For more information, please visit www.evergreentgn.com.

Safe Harbor for Forward-Looking and Cautionary Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, that are subject to risks and uncertainties and are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by their use of terms such as “continue,” “may,” “poised,” “potential,” “will,” and other similar terms and include, among other things, statements about the potential benefits and results of the acquisition; the potential regulatory approval of OCTEVY™; the potential for OCTEVY™ and PNT2003 to be used as a theranostic pair; and Evergreen’s ability to generate novel radiotherapeutic programs. Such forward-looking statements are based upon current plans, estimates and expectations that are subject to risks and uncertainties that could cause actual results to materially differ from those described in the forward-looking statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Readers are cautioned not to place undue reliance on the forward-looking statements contained herein, which speak only as of the date hereof. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. Risks and uncertainties that could cause our actual results to materially differ from those described in the forward-looking statements include: risks related to diverting the attention of Evergreen’s and Lantheus’ management from ongoing business operations; failure to realize the expected benefits of the acquisition; significant transaction costs and/or unknown or inestimable liabilities; the risk that Evergreen’s business will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; risks related to future opportunities and plans for the combined company, including the uncertainty of expected future regulatory filings, financial performance and results of the combined company following completion of the acquisition; pharmaceutical product development and the uncertainty of clinical success; the regulatory approval process, including the risks that we may be unable to obtain regulatory approval for OCTEVY™ on the timeframe anticipated, or at all, or that we may be unable to obtain regulatory approvals of any of our other product candidates in a timely manner or at all; disruption from the proposed acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; effects relating to the announcement of the consummation of the acquisition on the market price of Lantheus’ common stock; the possibility that, if Lantheus does not achieve the perceived benefits of the acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of Lantheus’ common stock could decline; potential litigation associated with the acquisition; and the risks and uncertainties discussed in our filings with the Securities and Exchange Commission (including those described in the Risk Factors section in our most recently filed Annual Report on Form 10-K and Quarterly Reports on Form 10-Q).



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