

**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): January 5, 2024

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-33043**  
(Commission File Number)

**94-3166458**  
(IRS Employer Identification Number)

**4220 North Freeway  
Fort Worth, TX 76137**  
(Address of principal executive offices, including zip code)

**(877) 415-9990**  
(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	OMCL	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.**

**Resignation of Sara White**

On January 5, 2024, Sara J. White resigned as a member of the board of directors (the “Board”) of Omnicell, Inc. (the “Company”), including from her position on the Corporate Governance Committee, effective as of January 5, 2024 (the “Resignation Date”). Ms. White’s resignation was for personal reasons and not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

In connection with Ms. White’s resignation, the Board has designated Ms. White as a “director emeritus.” In addition, the Board also determined to accelerate in full the vesting of all unvested restricted stock awards that were previously granted to Ms. White during her service on the Board and the Corporate Governance Committee such that such awards were fully vested as of the Resignation Date.

**Election of Eileen Voynick**

On January 5, 2024, the Board elected Eileen Voynick, effective immediately, to fill the vacancy created by Ms. White’s resignation and to serve as a Class I director with a term expiring at the 2026 annual meeting of stockholders. In addition, Ms. Voynick has been appointed as a member of the Board’s Corporate Governance Committee. The Board has determined that Ms. Voynick is an independent director under Nasdaq listing standards and the Company’s Corporate Governance Guidelines.

There are no arrangements or understandings between Ms. Voynick and any other person pursuant to which Ms. Voynick was elected to serve as a member of the Board. There are not any transactions or relationships between the Company and Ms. Voynick that would require disclosure pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

Ms. Voynick’s compensation will be consistent with that provided to all of the Company’s non-employee directors, as described in the Company’s most recent proxy statement filed with the Securities and Exchange Commission on April 6, 2023. In connection with Ms. Voynick’s election to the Board, she will receive a pro-rated initial award of restricted stock valued at \$80,000 as of the grant date, which will vest in full on the date of the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”), and for serving on the Board’s Corporate Governance Committee, she will receive an additional award of restricted stock valued at \$3,750 as of the grant date, which will vest in full on the date of the 2024 Annual Meeting. The shares to be issued pursuant to these awards will be issued pursuant to the Omnicell, Inc. 2009 Equity Incentive Plan, as amended.

Additionally, in connection with Ms. Voynick’s election to the Board, the Company and Ms. Voynick will enter into an indemnification agreement in substantially the same form that the Company has entered into with each of the Company’s other directors.

**Departure of Vance Moore**

On January 5, 2024, Vance B. Moore informed the Company that he will not stand for reelection as a Class II director at the 2024 Annual Meeting. Mr. Moore’s decision not to stand for reelection was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release announcing the foregoing matters is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

**Item 8.01 Other Events.**

On January 5, 2024, the Board determined to reduce the number of Class II directors from four to three, thereby reducing the size of the Board from ten to nine directors, effective upon the election of directors at the 2024 Annual Meeting.

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**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	<a href="#">Press Release of Omnicell, Inc. dated January 11, 2024</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: January 11, 2024

OMNICELL, INC.

/s/ Corey J. Manley

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Corey J. Manley

Executive Vice President, Chief Legal and Administrative Officer

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For more information, contact:

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650-435-3318

### **OmniceLL Elects Eileen Voynick to Board of Directors**

*Sales and Operational Veteran Brings Additional Global Business Experience and Healthcare Technology Expertise to Board*

**FORT WORTH, Texas**, -- January 11, 2024—OmniceLL, Inc. (Nasdaq: OMCL) (“OmniceLL” or the “Company”), a leader in transforming the pharmacy care delivery model, today announced that the Board of Directors elected Eileen Voynick to the Board, effective January 5, 2024. Ms. Voynick fills the vacancy resulting from Sara J. White, a Class I director who stepped down from the Company’s Board of Directors, effective January 5, 2024. In addition, the Company announced that Vance Moore will not stand for reelection to the Company’s Board at Omnicell’s 2024 annual meeting of stockholders (the “2024 annual meeting”) and effective as of the 2024 annual meeting, the size of the Board will be reduced from ten to nine directors.

Ms. Voynick brings over three decades of experience driving sales and operations at global industry leaders, including in the healthcare technology industry, at the executive and board level. She most recently served as Chief Executive Officer of Sparta Systems Inc., a leading provider of enterprise-quality management software solutions. Prior to Sparta Systems, Ms. Voynick served as Chief Operating Officer at Allscripts Healthcare Solutions, Inc. (n/k/a Veradigm Inc., Nasdaq: MDRX), as Executive Vice President of global sales, services, and support at Misys Healthcare Systems, and in various management positions at Oracle, SAP, Siebel Systems, Gartner, Ariba, and Accenture. Ms. Voynick is currently board chair of AGS Health LLC, a revenue cycle management provider, and has held board positions for several other organizations, including Skydeck Acquisition Corp. (former Nasdaq: SKYAU), CDK Global, Inc. (former Nasdaq: CDK), r3, Advanced MD Health, Jefferson Health, Philadelphia University and Thomas Jefferson University.

“We are pleased to welcome Eileen to the Omnicell Board of Directors,” said Randall Lipps, chairman, president, chief executive officer, and founder of Omnicell. “Eileen is a widely respected leader with significant experience in the software, technology, and healthcare industries, as well as a proven track record creating value for stockholders, accelerating growth, driving operational excellence, and developing global businesses. I am confident that her skills

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will complement and strengthen our Board as Omnicell continues to focus on driving long-term value and delivering outcome-centric innovations to improve patient outcomes.”

Mr. Lipps continued, “I would like to thank Sara and Vance for their dedication and outstanding contributions to the Board. Over the years, they have provided valuable insights and counsel to support Omnicell in furthering our strategy.”

“Omnicell is at the forefront of delivering mission-critical medication management solutions, and I am honored to join the Board,” said Ms. Voynick. “As hospitals and health systems are relying on technology now more than ever to serve patients, I look forward to leveraging my background in software, healthcare, and operations and working alongside Randall and the rest of the Board as we continue to further our innovation agenda for the benefit of our customers and enhance stockholder value.”

Ms. Voynick has been appointed to the Board’s Corporate Governance Committee. Following the 2024 annual meeting, the Omnicell Board will be comprised of nine directors, eight of whom are independent, and all of whom bring a broad range of expertise and skills necessary to oversee and direct the Company’s business. Six of those independent directors have been added to the Board in the last four years.

### **About Omnicell**

Since 1992, Omnicell has been committed to transforming pharmacy care through outcomes-centric innovation designed to optimize clinical and business outcomes across all settings of care. Through a comprehensive portfolio of robotics, smart devices, software, and expert services, Omnicell solutions are helping healthcare facilities worldwide to uncover cost savings, improve labor efficiency, establish new revenue streams, enhance supply chain control, support compliance, and move closer to the industry-defined vision of the Autonomous Pharmacy. To learn more, visit [omnicell.com](https://www.omnicell.com).

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### **Forward-Looking Statements**

To the extent any statements contained in this press release deal with information that is not historical, these statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Without limiting the foregoing, statements including the words “expect,” “intend,” “may,” “will,” “should,” “would,” “could,” “plan,” “potential,” “anticipate,” “believe,” “forecast,” “guidance,” “outlook,” “goals,” “target,” “estimate,” “seek,” “predict,” “project,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to the occurrence of many events outside Omnicell’s control. Such statements include, but are not limited to, Omnicell’s expectations regarding the size and composition of Omnicell’s Board of Directors. Actual results and other events may differ significantly from those contemplated by forward-looking statements due to numerous

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factors that involve substantial known and unknown risks and uncertainties. These risks and uncertainties include, among other things, the risks and uncertainties described in the “Risk Factors” section of Omnicell’s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission, available at [www.sec.gov](http://www.sec.gov). Forward-looking statements should be considered in light of these risks and uncertainties. Investors and others are cautioned not to place undue reliance on forward-looking statements. All forward-looking statements contained in this press release speak only as of the date of this press release. Omnicell assumes no obligation to update any such statements publicly, or to update the reasons actual results could differ materially from those expressed or implied in any forward-looking statements, whether as a result of changed circumstances, new information, future events, or otherwise, except as required by law.