

**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): May 04, 2025

WEAVE COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-40998
(Commission
File Number)

26-3302902
(I.R.S. Employer
Identification No.)

1331 W Powell Way
Lehi, Utah
(Address of principal executive offices)

84043
(Zip Code)

Registrant's telephone number, including area code: (385) 331-4164

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 240.13d-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, \$0.00001 par value	WEAV	New York Stock Exchange

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 3.02 Unregistered Sales of Equity Securities.

On May 4, 2025, Weave Communications, Inc. (“Weave” or the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among the Company, Project Sparrow Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (“Merger Sub”), Vidurama, Inc., a Delaware corporation doing business as TrueLark (“TrueLark”), and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as representative of the indemnifying stakeholders. TrueLark is an AI-powered receptionist and front-desk automation platform provider.

Pursuant to the Merger Agreement, Merger Sub will merge with and into TrueLark (the “Merger”), with TrueLark continuing as the surviving corporation of the Merger. Under the terms and conditions of the Merger Agreement, for an aggregate consideration of \$35 million (the “Purchase Price”), comprised of \$25 million in cash and \$10 million in shares of Weave common stock (the “Shares”) and subject to certain closing and potential post-closing adjustments: (i) each share of capital stock of TrueLark held by accredited investors (“Accredited Investors”) as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), will be canceled and converted into the right to receive cash and Shares; (ii) each option, promised option, or warrant to purchase shares of TrueLark held by stakeholders that are Accredited Investors will be canceled and converted into the right to receive cash and Shares minus the exercise price attributable to such option, promised option, or warrant; and (iii) each share of capital stock and each option, promised option, and warrant to purchase shares of TrueLark that is held by stakeholders that are not Accredited Investors will be canceled and converted into the right to receive cash. Certain portions of the Purchase Price (both cash and Shares) will be subject to holdback provisions to secure potential post-closing adjustments to the Purchase Price and the indemnification obligations of certain TrueLark securityholders. The Merger Agreement contains customary representations, warranties, covenants, and indemnification obligations of the parties thereto.

Additionally, in connection with the closing of the Merger, Weave intends to grant performance-based restricted stock unit awards to certain key personnel of TrueLark with vesting over a two-year period.

The closing of the Merger is subject to the satisfaction or waiver of customary closing conditions and is expected to occur within the Company’s second fiscal quarter of 2025. Weave expects to issue 999,810 Shares in connection with the closing of the Merger. Based in part upon the representations of the Accredited Investors, the offering and sale of the Shares was made in reliance on the exemption afforded by Section 4(a)(2) of the Securities Act.

Under the terms of a Registration Agreement among the Company and the Accredited Investors to be entered into in connection with the closing of the Merger (the “Registration Agreement”), the Company will agree to use commercially reasonable efforts to register for resale under the Securities Act the Shares to be issued to the Accredited Investors in connection with the Merger (the “Registrable Securities”). As a result, the Company expects to file a Registration Statement on Form S-3 covering the resale of the Registrable Securities within 30 days after the closing of the Merger. A copy of the Registration Agreement will be filed as an exhibit to the Registration Statement on Form S-3 to be filed with the Securities and Exchange Commission.

Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy Shares or other Weave securities or those of any other issuer.

Item 7.01 Regulation FD Filing.

On May 5, 2025, the Company issued a press release announcing the Merger. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01 (including Exhibit 99.1), shall not be deemed “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, regardless of any general incorporation language in such filings, except as expressly set forth by specific reference in such filing.

Forward Looking Statements

The Company cautions you that statements contained in this report includes or is based upon “forward-looking statements” within the meaning of the Securities Litigation Reform Act of 1995, including, without limitation, those

regarding closing conditions, the events to occur upon closing of the Merger, the registration of the Shares issued to the Accredited Investors, and all other statements that are not historical facts. Forward-looking statements may or may not include identifying words such as “plan,” “will,” “expect,” “anticipate,” “intend,” “believe,” “potential,” “continue,” and similar terms. These statements are subject to known or unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statements such as those described under the heading “Risk Factors” in the Company’s filings with the SEC, including the Company’s most recent Annual Report on Form 10-K. All forward-looking statements are based on management’s current estimates, projections, and assumptions, and the Company undertakes no obligation to correct or update any such statements, whether as a result of new information, future developments, or otherwise, except to the extent required by applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release for the Merger with TrueLark issued by the Company on May 5, 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.

WEAVE COMMUNICATIONS, INC.

Date: May 5, 2025

By: /s/ Brett White

Name: Brett White

Title: Chief Executive Officer

[PRESS RELEASE]

Weave Communications to Acquire TrueLark, Accelerating AI-Powered Front Office Automation
Solution supercharges practice growth and patient experience with 24/7 availability

LEHI, Utah (May 5, 2025) — Weave (NYSE: WEAV), a leading all-in-one customer experience and payments software platform for small and medium-sized healthcare businesses (SMBs), today announced it has signed an agreement and plan of merger (“Merger Agreement”) to acquire TrueLark, an AI-powered receptionist and front-desk automation platform. This strategic acquisition will bring together Weave’s category leadership in healthcare communications with TrueLark’s agentic AI capabilities, unlocking a future of autonomous, intelligent workflows that transform how practices operate, engage patients, and grow revenue.

“TrueLark represents more than a new product, the acquisition positions Weave at the forefront of agentic AI in SMB healthcare. Their purpose-built, AI-first platform brings autonomous, always-on functionality to core front-office operations,” said Brett White, CEO of Weave. “The acquisition will deliver a virtual assistant that helps practices fill more appointments, improve responsiveness, and drive stronger patient engagement, all without increasing headcount.”

TrueLark’s platform leverages conversational AI to manage missed calls, text messages, and web chats to book and reschedule appointments, handle after-hours communication, and automate common administrative workflows to replicate and enhance front-office performance. This agentic AI model enables healthcare teams to shift from reactive communication to proactive engagement, ensuring every opportunity is captured, even outside of business hours.

The acquisition will expand Weave’s footprint in multi-location practices, where demand for intelligent automation is accelerating amid staffing shortages and operational strain. TrueLark has demonstrated strong product-market fit in appointment-based SMBs, including dental service organizations. This makes their solution extremely compelling for Weave’s SMB healthcare verticals. With an estimated \$10 billion domestic and \$22 billion international addressable market following the acquisition, Weave and TrueLark will be uniquely positioned to lead the category and deliver exceptional ROI to customers through autonomous, always-on front-desk operations.

“Joining Weave gives us the opportunity to bring our AI innovation to a broader audience while continuing to push the boundaries of what’s possible in healthcare automation,” said Srivatsan Laxman, CEO and co-founder of TrueLark. “We’re excited to accelerate the next generation of intelligent practice communication together.”

Agentic AI to Solve Front-Office Gaps in Healthcare

At the closing, Weave and TrueLark will combine their strengths to address one of the healthcare industry’s most pressing challenges: the widening gap between patient requests and front-office availability. As intelligent assistants evolve from reactive bots to autonomous agents, the benefits to providers are transformative:

- Fill more appointments with 24/7 availability and predictive rebooking
- Drive higher engagement through natural, AI-powered responses to patient inquiries
- Unlock scalable efficiency for Dental Service Organizations, Management Service Organizations, and multi-location healthcare practices
- Reduce burnout and administrative burden with autonomous task handling

With this acquisition, Weave is reinforcing its position as the intelligent operating system for healthcare practices, expanding its platform to include always-on, AI-powered agents that deliver real-world results.

Transaction Details

Under the terms of the agreement, Weave will acquire all outstanding equity and ownership interest in TrueLark for \$35 million, which comprises \$25 million in cash and \$10 million in equity, subject to customary purchase price adjustments. Additionally, the agreement includes a potential performance-based award for certain key personnel paid annually in stock over a two year period. The transaction is expected to close in Q2 2025, subject to customary closing conditions.

About TrueLark

TrueLark is an AI-powered virtual receptionist for appointment-based small and medium-sized businesses. Its agentic AI platform handles scheduling, rescheduling, and inquiries via SMS and web chat—delivering 24/7 patient and client support. TrueLark helps customers follow up on missed calls, increase bookings, and improve operational efficiency. To learn more, visit truelark.com.

About Weave

Weave is a leading all-in-one customer experience and payments software platform for small and medium-sized healthcare businesses. From the first phone call to the final invoice and every touchpoint in between, Weave connects the entire patient journey. Weave's software solutions transform how healthcare practices attract, communicate with, and engage patients and clients to grow their business. Weave seamlessly integrates billing and payment requests into communication workflows, streamlining payment timelines, reducing accounts receivable, and supporting practice profitability. In the past year, Weave has been named an Inc. Power Partner, a G2 leader in Patient Relationship Management software and a Top 50 Product for Small Business. To learn more, visit getweave.com/newsroom/.

Forward-Looking Statements

This press release contains forward-looking statements including, among others, the time frame within which the proposed acquisition will occur, the events to take place upon and in connection with the closing of the acquisition, the expected benefits from the proposed acquisition, including changes to products and services following the proposed acquisition, and Weave's integration efforts.

Forward-looking statements may or may not include identifying words such as “plan,” “will,” “expect,” “anticipate,” “intend,” “believe,” “potential,” “continue,” and similar terms. These forward-looking statements involve risks and uncertainties. If any of these risks or uncertainties materialize, or if any of our assumptions prove incorrect, our actual results could differ materially from the results expressed or implied by these forward-looking statements. These risks and uncertainties include risks associated with: the satisfaction of closing conditions, the potential impact on the businesses of TrueLark and Weave due to uncertainties in connection with the proposed acquisition; the retention of employees of TrueLark and the ability of Weave to successfully integrate TrueLark and to achieve expected benefits from the proposed acquisition, our ability to attract new customers, retain existing customers and increase our customers' use of our platform; our ability to manage our growth; the impact of unfavorable economic conditions and macroeconomic uncertainties on our company; our ability to maintain and enhance our brand and increase market awareness of our company, platform and products; customer adoption of our platform and products and enhancements thereto; customer acquisition costs and sales and marketing strategies; our ability to achieve profitability in any future period; competition; our ability to enhance our platform and products; interruptions in service; and the risks described in the filings we make from time to time with the Securities and Exchange Commission (SEC), including the risks

described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 31, 2025, which should be read in conjunction with our financial results and forward-looking statements and is available on the SEC Filings section of the Investor Relations page of our website at investors.getweave.com.

All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

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