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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 15, 2026**

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**Enhabit, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-41406**  
(Commission  
File Number)

**47-2409192**  
(IRS Employer  
Identification No.)

**6688 N. Central Expressway, Suite 1300, Dallas, Texas 75206**  
(Address and zip code of principal executive offices)

**(214) 239-6500**  
(Registrant's telephone number, including area code)

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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	EHAB	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.

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## Item 8.01 Other Events.

As previously disclosed, on February 22, 2026, Enhabit, Inc., a Delaware corporation (the “Company”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which the Company will be acquired by Anchor Parent, LLC, a Delaware limited liability company (“Parent”). Pursuant to the Merger Agreement, Anchor Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a wholly owned subsidiary of Parent, will be merged with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are affiliates of funds advised by Kinderhook Industries, LLC (or an affiliate thereof).

The consummation of the Merger is subject to the satisfaction or waiver of certain closing conditions including, among other things, the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Waiting Period”). On April 15, 2026, the Company received notification from the U.S. Federal Trade Commission that early termination of the HSR Waiting Period was granted, effective immediately.

The Company’s special meeting of stockholders to adopt the Merger Agreement (the “Special Meeting”) is scheduled for May 12, 2026 at 8:00 a.m., Central Time. Subject to the satisfaction or waiver of the remaining closing conditions set forth in the Merger Agreement, including the adoption of the Merger Agreement by the Company’s stockholders, the Company currently anticipates that the closing of the Merger will occur in the second quarter of 2026.

On April 16, 2026, the Company issued a press release announcing the early termination of the HSR Waiting Period and discussing the Special Meeting. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

## Forward-Looking Statements

This Current Report on Form 8-K contains, and the Company’s other filings and press releases may contain, forward-looking statements, which include all statements that do not relate solely to historical or current facts, such as statements regarding the Company’s expectations, intentions or strategies regarding the future. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “aim,” “potential,” “continue,” “ongoing,” “goal,” “can,” “seek,” “target” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These forward-looking statements are based on Company management’s current beliefs, as well as assumptions made by, and information currently available to, the Company, all of which are subject to change. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected and are subject to a number of known and unknown risks and uncertainties, including: (i) the risk that the proposed Merger may not be completed in a timely manner or at all, which may adversely affect the Company’s business and the price of its common stock; (ii) the failure to satisfy any of the conditions to the consummation of the Merger; (iii) the failure to obtain stockholder approval of the Merger; (iv) the occurrence of any fact, event, change, development or circumstance that could give rise to the termination of the Merger Agreement, including in circumstances requiring the Company to pay a termination fee; (v) the effect of the announcement or pendency of the proposed Merger on the Company’s business relationships, operating results and business generally; (vi) risks that the proposed Merger disrupts the Company’s current plans and operations; (vii) the Company’s ability to retain and hire key personnel and maintain relationships with key business partners and customers, and others with whom it does business, in light of the proposed Merger; (viii) risks related to the diversion of management’s attention from the Company’s ongoing business operations; (ix) unexpected costs, charges or expenses resulting from the proposed Merger; (x) the ability of Parent or its affiliates to obtain financing for the proposed Merger; (xi) potential litigation relating to the proposed Merger that could be instituted against the parties to the Merger Agreement or their respective directors, managers or officers, including the effects of any outcomes related thereto; (xii) continued availability of capital and financing; (xiii) certain restrictions during the pendency of the proposed Merger that may impact the Company’s ability to pursue certain business opportunities or strategic transactions; and (xiv) other risks described in the Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”), such risks and uncertainties described under the headings “Cautionary Note Regarding Forward-Looking Statements,” “Risk Factors” and other sections of the Company’s Annual Report on Form 10-K

filed with the SEC on March 5, 2026 and subsequent filings. No list or discussion of risks or uncertainties should be considered a complete statement of all potential risks and uncertainties. Unlisted or unknown factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, and legal liability to third parties and similar risks, any of which could have a material adverse effect on the completion of the proposed Merger and/or the Company's consolidated financial condition, results of operations or liquidity. The forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to provide revisions or updates to any forward-looking statements, whether as a result of new information, future events or otherwise, should circumstances change, except as otherwise required by law.

#### **Additional Information and Where to Find It**

This communication may be deemed to be solicitation material in respect of the transaction between the Company, Parent and Merger Sub. In connection with the transaction, the Company filed a definitive proxy statement with the SEC on April 14, 2026 relating to the Special Meeting scheduled for May 12, 2026. The Company may also file other documents with the SEC regarding the transaction. This document is not a substitute for the definitive proxy statement or any other documents that the Company may file with the SEC regarding the transaction. **INVESTORS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND RELATED MATTERS.** Investors may obtain a free copy of the definitive proxy statement and other documents filed by the Company with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov), at the Company's website at [www.enhabit.com](http://www.enhabit.com) or by sending a written request to the Company in care of the Corporate Secretary, at Enhabit, Inc., 6688 N. Central Expressway, Suite 1300, Dallas, Texas 75206.

#### **Participants in the Solicitation**

The directors and executive officers of the Company, and other persons, may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding the Company's directors and executive officers is contained in the definitive proxy statement relating to the Special Meeting filed with the SEC on April 14, 2026. Additional information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the transaction, including the interests of the Company's directors and executive officers in the transaction, which may be different than those of the Company's stockholders generally, by reading the definitive proxy statement and any other relevant documents that are filed or will be filed with the SEC relating to the transaction. You may obtain free copies of these documents using the sources indicated above.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release of Enhabit, Inc., dated April 16, 2026.</a>
104	Cover Page Interactive Data File (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: April 16, 2026

ENHABIT, INC.

By: /s/ Dylan C. Black

Name: Dylan C. Black

Title: General Counsel



### **Enhabit Sets Stockholder Meeting Date of May 12, 2026, to Approve Transaction with Kinderhook**

DALLAS, TX – April 16, 2026—Enhabit, Inc. (NYSE: EHAB) (“Enhabit” or the “Company”), a leading home health and hospice care provider, today announced that it will hold the special meeting of stockholders (the “Special Meeting”) on May 12, 2026, at 8 a.m. CDT, to vote on the previously announced agreement and plan of merger (the “Merger Agreement”). Pursuant to the Merger Agreement, Anchor Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a wholly owned subsidiary of Anchor Parent, LLC (“Parent”), will be merged with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are affiliates of funds advised by Kinderhook Industries, LLC (or an affiliate thereof).

Enhabit also announced that on April 15, 2026, the Company received notification from the U.S. Federal Trade Commission that early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) was granted, effective immediately. Early termination of the waiting period under the HSR Act satisfies one of the closing conditions under the Merger Agreement for completion of the transaction. The Merger is expected to close in the second quarter of 2026, subject to the satisfaction or waiver of remaining closing conditions, including receipt of Enhabit stockholder approval.

As previously disclosed, given the pending Merger, Enhabit will not host an earnings conference call and is suspending its practice of providing financial guidance. Enhabit also does not intend to issue an earnings release for the second quarter of 2026.

#### **FORWARD-LOOKING STATEMENTS**

This press release contains, and the Company’s other filings and press releases may contain, forward-looking statements, which include all statements that do not relate solely to historical or current facts, such as statements regarding the Company’s expectations, intentions or strategies regarding the future. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “aim,” “potential,” “continue,” “ongoing,” “goal,” “can,” “seek,” “target” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These forward-looking statements are based on Company management’s current beliefs, as well as assumptions made by, and information currently available to, the Company, all of which are subject to change. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected and are subject to a number of known and unknown risks and uncertainties, including: (i) the risk that the proposed Merger may not be completed in a timely manner or at all, which may adversely affect the Company’s business and the price of its common stock; (ii) the failure to satisfy any of the conditions to the consummation of the Merger; (iii) the failure to obtain stockholder approval of the Merger; (iv) the occurrence of any fact, event, change, development or circumstance that could give rise to the termination of the Merger Agreement, including in circumstances requiring the Company to pay a termination fee; (v) the effect of the announcement or pendency of the proposed Merger on the Company’s business relationships, operating results and business generally; (vi) risks that the proposed Merger disrupts the Company’s current plans and operations; (vii) the Company’s ability to retain and hire key personnel and maintain relationships with key business partners and customers, and others with whom it does business, in light of the proposed

Merger; (viii) risks related to the diversion of management's attention from the Company's ongoing business operations; (ix) unexpected costs, charges or expenses resulting from the proposed Merger; (x) the ability of Parent or its affiliates to obtain financing for the proposed Merger; (xi) potential litigation relating to the proposed Merger that could be instituted against the parties to the Merger Agreement or their respective directors, managers or officers, including the effects of any outcomes related thereto; (xii) continued availability of capital and financing; (xiii) certain restrictions during the pendency of the proposed Merger that may impact the Company's ability to pursue certain business opportunities or strategic transactions; and (xiv) other risks described in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC"), such risks and uncertainties described under the headings "Cautionary Note Regarding Forward-Looking Statements," "Risk Factors" and other sections of the Company's Annual Report on Form 10-K filed with the SEC on March 5, 2026 and subsequent filings. No list or discussion of risks or uncertainties should be considered a complete statement of all potential risks and uncertainties. Unlisted or unknown factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, and legal liability to third parties and similar risks, any of which could have a material adverse effect on the completion of the proposed Merger and/or the Company's consolidated financial condition, results of operations or liquidity. The forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to provide revisions or updates to any forward-looking statements, whether as a result of new information, future events or otherwise, should circumstances change, except as otherwise required by law.

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#### **PARTICIPANTS IN THE SOLICITATION**

The directors and executive officers of the Company, and other persons, may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding the Company's directors and executive officers is contained in the definitive proxy statement relating to the special meeting of stockholders filed with the SEC on April 14, 2026. Additional information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the transaction, including the interests of the Company's directors and executive officers in the transaction, which may be different than those of the Company's stockholders generally, by reading the definitive proxy statement and any other relevant documents that are filed or will be filed with the SEC relating to the transaction. You may obtain free copies of these documents using the sources indicated above.

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