

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): June 7, 2024

ALIGNMENT HEALTHCARE, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-40295  
(Commission File Number)

46-5596242  
(I.R.S. Employer Identification No.)

1100 W. Town and Country Road, Suite 1600  
Orange, California 92868  
(Address of Principal Executive Offices) (Zip Code)

(844) 310-2247  
(Registrant's telephone number, including area code)

N/A  
(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))

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 \$0.001 per share	ALHC	The NASDAQ Stock Market LLC

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 7, 2024, as described below, upon the recommendation of the Board of Directors of Alignment Healthcare, Inc. (the "Company"), the Company's stockholders approved an amendment (the "Officer Exculpation Amendment") to the Company's Amended and Restated Certificate of Incorporation to include an officer exculpation provision to limit the liability of certain officers of the Company as permitted by Delaware law. The Officer Exculpation Amendment became effective upon the filing of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Amendment") with the Delaware Secretary of State on June 11, 2024.

A description of the Officer Exculpation Amendment is set forth on page 81 of the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on April 26, 2024, which description is incorporated herein by reference. The description set forth herein is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The regular annual meeting of the stockholders (the "Annual Meeting") of the Company was held virtually on June 7, 2024, for the purpose of voting on the proposals described below. There were 181,697,366 shares of common stock represented at the Annual Meeting. The stockholders of the Company voted as follows on the following matters at the Annual Meeting:

***Proposal 1: Election of Class III Directors.***

The four Class III directors were elected at the Annual Meeting based upon the following votes:

<b>Class III Director Name</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Vote</b>
Yon Jordan	146,352,677	13,301,804	22,042,885
John Kao	154,436,508	5,217,973	22,042,885
Joseph Konowiecki	141,784,781	17,254,752	22,657,833
Margaret McCarthy	144,237,327	14,802,206	22,657,833

Each Class III director will serve a three-year term until the 2027 annual meeting or until his or her successor shall be elected and qualified.

***Proposal 2: Approval of an amendment to the Company's certificate of incorporation to reflect new Delaware law provisions regarding exculpation of officers.***

The Company's stockholders approved the Officer Exculpation Amendment. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
155,116,153	4,581,623	1,459	21,998,131

***Proposal 3: Ratification of the Appointment of Deloitte & Touche LLP.***

The appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2024 was ratified based upon the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
181,626,313	66,605	4,448

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**Proposal 4: Say-on-Pay Vote.**

On an advisory basis, the executive compensation of the Company's named executive officers was approved, based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
138,403,746	21,289,607	5,882	21,998,131

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

(d) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation dated June 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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Alignment Healthcare, Inc.**

Date: June 13, 2024

By: /s/ Christopher J. Joyce  
Christopher J. Joyce  
Chief Legal and Administrative Officer

**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF ALIGNMENT HEALTHCARE, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Alignment Healthcare, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

1. The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the “DGCL”). The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was March 17, 2021. The Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware was executed as of March 25, 2021 (the “Certificate”). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this “Amendment”) amends certain provisions of the Certificate.

2. This Amendment has been approved and duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL and Article Ten, Section 2 of the Certificate.

3. Article Six, Section 1(a) of the Certificate is hereby amended to read in its entirety as set forth below:

(a) To the fullest extent permitted by the DGCL as it now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader exculpation than permitted prior thereto), no director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages arising from a breach of fiduciary duty as a director or officer, as applicable.

4. All other provisions of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 11th day of June, 2024.

ALIGNMENT HEALTHCARE, INC.

By: /s/ John Kao

Name: John Kao

Title: Chief Executive Officer