

**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):
October 26, 2020

NEXTGEN HEALTHCARE, INC.

(Exact name of Registrant as Specified in Its Charter)

CALIFORNIA
(State or Other Jurisdiction
of Incorporation)

001-12537
(Commission
File Number)

95-2888568
(IRS Employer
Identification No.)

18111 Von Karman Avenue, Suite 800
Irvine, California
(Address of Principal Executive Offices)

92612
(Zip Code)

Registrant's Telephone Number, Including Area Code: (949) 255-2600

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 Instructions 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)	NXGN	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.

On October 26, 2020, the Compensation Committee of the Board of Directors of NextGen Healthcare, Inc. (the “Company”) approved grants of restricted stock and performance stock unit awards for the Company’s executive officers in the following amounts:

- John R. “Rusty” Frantz, President and Chief Executive Officer: 111,429 shares of restricted stock; 167,143 target performance stock units
- James R. Arnold, Jr., Executive Vice President and Chief Financial Officer: 60,000 shares of restricted stock; 90,000 target performance stock units
- David A. Metcalfe, Executive Vice President and Chief Technology Officer: 36,858 shares of restricted stock; 55,287 target performance stock units
- Jeffrey D. Linton, Executive Vice President, General Counsel and Secretary: 22,286 shares of restricted stock; 33,429 target performance stock units

The shares of restricted stock vest over three years from the date of grant in annual increments (i.e., 1/3 vest on the first anniversary of the date of grant, 1/3 vest on the second anniversary of the date of grant, and 1/3 vest on the third anniversary of the date of grant), subject to continued service through each vesting date.

The performance stock unit awards vest only in the event certain performance goals are achieved and there is continuous service through the date the goals are certified. Approximately 80% of the performance stock units are tied to the Company’s fiscal year 2022 revenue goal and 20% are tied to the Company’s fiscal year 2023 revenue goal. Performance stock unit awards funded for fiscal year 2022 and fiscal year 2023 revenue performance will be modified for cumulative 3-year total shareholder return (“TSR”) on the three-year grant date anniversary, which is also the cliff vest date. The number of shares to be issued may vary between 8.5% and 199.5% of the number of target performance stock units depending on performance, and no such shares will be issued if threshold performance is not achieved. The awards will be subject to the terms and conditions of the Company’s Amended 2015 Equity Incentive Plan.

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.

Date: October 28, 2020

NEXTGEN HEALTHCARE, INC.

By: /s/ Jeffrey D. Linton

Jeffrey D. Linton

General Counsel and Secretary