

**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 27, 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 January 27, 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 John R. “Rusty” Frantz, the Company’s President and Chief Executive Officer, in the following amounts: 236,230 shares of restricted stock, and 119,559 performance stock units.

The shares of restricted stock vest over three years from December 26, 2019 in semi-annual increments as follows: 16.66% vest at 6 months, 16.66% vest at 12 months, 16.66% vest at 18 months, 16.66% vest at 24 months, 16.66% vest at 30 months, and 16.7% vest at 36 months, 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 2021 revenue goal and 20% are tied to the Company’s fiscal year 2022 revenue goal. Performance stock unit awards funded for fiscal year 2021 and fiscal year 2022 revenue performance will be modified for cumulative 3-year total shareholder return (“TSR”) on the three-year anniversary measured from December 26, 2019, which is also the cliff vest date. The number of shares to be issued may vary between 42.5% and 172.5% of the number of 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.

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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.

Date: January 31, 2020

NEXTGEN HEALTHCARE, INC.

By: /s/ Jeffrey D. Linton

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Jeffrey D. Linton

General Counsel and Secretary