

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

NextGen Healthcare, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

65343C102
(CUSIP Number)

SHELDON RAZIN
C/O NEXTGEN HEALTHCARE, INC.
3525 Piedmont Road, NE
Building 6, Suite 700
Atlanta, Georgia 30305

ANDREW M. FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2250

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 2, 2021
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON SHELDON RAZIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 10,200,327
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 10,200,327
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,200,327	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.2%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON LANCE E. ROSENZWEIG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 35,782
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 35,782
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,782	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON KENNETH H. FEARN, JR.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON RAMON GREGORY	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON JULIE SCHOENFELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON RUBY SHARMA	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 2, 2021, Mr. Razin and the other participants in his solicitation (collectively, the “Razin Group”) filed a revised preliminary proxy statement in connection with the Issuer’s 2021 annual meeting of shareholders (the “Annual Meeting”) and issued a press release (the “September 2 Press Release”). In the September 2 Press Release, the Razin Group provides that it has proactively modified its slate of nominees for election at the Annual Meeting to include only four highly-qualified director candidates in an effort to install a new, reinvigorated leadership on the Board. The four candidates, down from the original slate of six, include Kenneth Fearn, Sheldon Razin, Lance Rosenzweig, and Ruby Sharma (the “Nominees”). In addition, the Razin Group is aiming to replace four entrenched directors, including Chairman Jeff Margolis, Vice Chair and Chair of the Compensation Committee Craig Barbarosh, Chair of the Audit Committee George Bristol, and Chair of the Nominating and Governance Committee Morris Panner. Further, the September 2 Press Release provides that the Razin Group does not intend to invoke cumulative voting in the election of directors at the Annual Meeting to avoid the uncertainty for shareholders that it can often entail, especially in the context of a potential reincorporation. The full text of the September 2 Press Release is attached hereto as exhibit 99.1 and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Press Release, dated September 2, 2021.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 7, 2021

/s/ Sheldon Razin

Sheldon Razin

Individually and as attorney-in-fact for Kenneth H. Fearn, Jr., Ramon Gregory, Julie Schoenfeld and Ruby Sharma

/s/ Lance E. Rosenzweig

Lance E. Rosenzweig

The Razin Group Files Revised Preliminary Proxy Statement in Connection with NextGen Healthcare's 2021 Annual Meeting

Demonstrates the Razin Campaign is Not About "Boardroom Control" by Proactively Modifying Slate to Include Only Four Highly-Qualified Director Candidates

Looks to Replace Four Entrenched Directors, Including Imperial Chairman Jeffrey Margolis, Who Have Presided Over the Company's Prolonged Stagnation and Underperformance

Seeks to Eliminate Confusion and Mitigate Board Leadership's Gamesmanship by Stating Intent to Not Invoke Cumulative Voting at the Annual Meeting

Spotlights Board Leadership's Brazen Entrenchment Maneuvers and Ongoing Efforts to Manipulate the Corporate Machinery to the Detriment of Shareholders

September 02, 2021 01:00 PM Eastern Daylight Time

IRVINE, Calif.--(BUSINESS WIRE)--Sheldon Razin, who collectively with Lance Rosenzweig and the other participants in his solicitation owns approximately 15.2% of the outstanding common shares of NextGen Healthcare, Inc. (NASDAQ: NXGN) ("NextGen Healthcare" or the "Company"), today filed a revised preliminary proxy statement with the U.S. Securities and Exchange Commission in connection with the Company's Annual Meeting of Shareholders (the "Annual Meeting") scheduled for October 13, 2021. The revised materials reflect the following:

- The Razin Group is now seeking to elect four highly-qualified individuals to the Company's nine-member Board of Directors (the "Board").
 - The Razin Group proactively reduced the size of its slate from six director candidates to four director candidates: Kenneth H. Fearn, Mr. Razin, Mr. Rosenzweig and Ruby Sharma.
 - In an effort to reset the balance of power in the boardroom and strengthen the Company's lagging corporate governance, the Razin Group is seeking to replace four incumbent directors: Craig Barbarosh, George Bristol, Jeffrey Margolis and Morris Panner (collectively, the "Entrenched Four").
 - To mitigate the attempts by the incumbent directors to confuse shareholders and undermine proper corporate governance, the Razin Group intends to not invoke cumulative voting at the Annual Meeting.
 - The Razin Group urges the incumbent directors to remove the reincorporation-related proposals from the Annual Meeting agenda, as these changes were only proposed to prevent the Razin Group from utilizing cumulative voting at the Annual Meeting.
-

Messrs. Razin and Rosenzweig commented:

“By reducing the size of our slate and stating our intent to not invoke cumulative voting at NextGen Healthcare’s Annual Meeting, we have made it clear that our campaign is simply about ridding the Company’s boardroom of four misaligned and self-interested directors – not obtaining control. The reality is that Chairman Jeffrey Margolis and the three directors we are seeking to remove are the individuals focused on maintaining control at all costs. They are the ones initiating brazen entrenchment maneuvers and manipulations of the corporate machinery, including a proposed reincorporation in Delaware that strengthens the Board’s power and weakens shareholders’ rights.

We hope our actions allow shareholders to disregard the Entrenched Four’s shameless fearmongering and start focusing on the key issue in this contest: NextGen Healthcare’s prolonged stagnation and underperformance during the six-year chairmanship of Mr. Margolis. The Company, which currently has no Chief Executive Officer, has been on a downward trajectory as a result of anemic revenue growth, deteriorating margins, an eroding balance sheet, insular governance, high customer attrition, and very questionable capital allocation. Meanwhile, director compensation has soared and executive incentives are no longer tied to the right performance-based metrics. While we are optimistic about our plan to turn around the Company’s poor performance, it is abundantly clear to us that NextGen Healthcare needs an immediate rebalancing of power in the boardroom.

Although we are running a minority slate, we want shareholders to know that all four of our director candidates have actionable ideas and plans to help create enhanced value for shareholders, providers and patients. We look forward to sharing our four-member slate’s detailed analysis and perspectives in the weeks to come.”

Certain Information Concerning the Participants

Sheldon Razin (“Mr. Razin”), together with the other participants named herein, has filed a preliminary proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of his slate of highly-qualified director nominees at the 2021 Annual Meeting of Shareholders of NextGen Healthcare, Inc., a California corporation (the “Company”).

MR. RAZIN STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, MR. RAZIN WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO MR. RAZIN’S PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Sheldon Razin, Kenneth Fearn, Lance Rosenzweig and Ruby Sharma.

As of the date hereof, Mr. Razin beneficially owns 10,200,327 shares of common stock, \$0.01 par value per share (the “Common Stock”), of the Company, 100 shares of which are held of record by Mr. Razin. As of the date hereof, Mr. Rosenzweig beneficially owns 35,782 shares of Common Stock. As of the date hereof, neither Mr. Fearn nor Ms. Sharma beneficially own any shares of Common Stock.

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