

**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): March 23, 2021**

**Outset Medical, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39513**

(Commission File Number)

**20-0514392**  
(IRS Employer  
Identification No.)

**3052 Orchard Dr.,  
San Jose, California**  
(Address of Principal Executive Offices)

**95134**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (669) 231-8200**

**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:

- 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, \$0.001 par value per share	OM	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Resignation of Director*

On March 23, 2021, Ali Osman, a member of the Board of Directors (the “Board”) of Outset Medical, Inc. (the “Company”) and member of the Compensation Committee, Audit Committee and Nominating and Corporate Governance Committee of the Board, resigned effective immediately. Mr. Osman’s resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

*Appointment of Director*

On March 23, 2021, the Board appointed Andrea L. Saia as a new member of the Board and as a member of the Audit Committee of the Board, with such appointment to be effective immediately.

Ms. Saia fills the vacancy created by the resignation of Mr. Osman, and her term of office as a class III director will expire at the Company’s 2023 annual meeting of stockholders or until her successor has been elected and qualified or her earlier death, resignation or removal.

Ms. Saia will be compensated in accordance with the Company’s Non-Employee Director Compensation Policy (the “Policy”). Pursuant to the Policy, Ms. Saia will be paid \$40,000 per year for her service as a member of the Board and \$10,000 per year for her service as member of the Audit Committee. Ms. Saia will also be reimbursed for travel expenses in connection with her attendance at Board and committee meetings.

In addition, pursuant to the Policy and in connection with her appointment to the Board, Ms. Saia will receive restricted stock units having a value of \$262,500 based on the fair market value of the underlying common stock of the Company on the date of grant. Such restricted stock units will vest quarterly over three years, subject to her continuous service on each applicable vesting date. Further, at the close of business on the date of each annual meeting of stockholders of the Company on which Ms. Saia is then a non-employee director, Ms. Saia will receive restricted stock units having a value of \$150,000 based on the fair market value of the underlying common stock of the Company on the date of grant. Such restricted stock units will vest upon the earlier of the one-year anniversary of the date of grant and the date of the Company’s next annual meeting of stockholders, subject to her continuous service until such vesting date.

Ms. Saia will also enter into the Company’s standard director and officer indemnification agreement, the form of which was previously filed by the Company as Exhibit 10.1 to Amendment No. 1 to the Company’s Registration Statement on Form S-1/A (Registration No. 333-248225), filed with the Securities and Exchange Commission on September 9, 2020.

There are no arrangements or understandings between Ms. Saia and any other persons pursuant to which she was appointed as a director. Furthermore, there are no transactions in which Ms. Saia has an interest that would be required to be reported under Item 404(a) of Regulation S-K.

In addition, the Board appointed Karen Drexler as a member of the Nominating and Corporate Governance Committee of the Board, effective immediately.

**Item 7.01. Regulation FD Disclosure.**

On March 24, 2021, the Company issued a press release announcing the resignation of Mr. Osman and the appointment of Ms. Saia. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release dated March 24, 2021</a>

**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 thereunto duly authorized.

**Outset Medical, Inc.**

Date: March 24, 2021

By: \_\_\_\_\_ /s/ John Brottem  
**John Brottem**  
**General Counsel**

## Outset Medical Appoints Global Consumer Brand Builder Andrea Saia to Board of Directors

**SAN JOSE, Calif. – March 24, 2021** – Outset Medical, Inc. (Nasdaq: OM) (“Outset”), the medical technology company that pioneered the Tablo Hemodialysis System, a first-of-its-kind device to reduce the cost and complexity of dialysis, is strengthening its consumer focus with the appointment of Andrea Saia to its board of directors. Saia’s background in building iconic global brands will help Outset’s efforts to grow the home dialysis market and empower patients to take better charge of their health. A recognized global business leader, Saia is known for building world-class brands with innovative technologies that reshape industries and improve the health and well-being of consumers.

Saia currently serves on the board of Align Technology, a \$40B medical technology company pioneering solutions for orthodontics and dentistry through manufacturing 3D digital scanners and the Invisalign clear aligners. She also is on the board of LivaNova PLC, a \$4B global technology company creating breakthrough treatments for many conditions such as cardiovascular diseases, epilepsy and other neurological disorders.

“Andrea’s extensive knowledge in both the medtech and consumer products spaces align with our vision to create a highly differentiated experience in the home for dialysis patients,” said Outset Medical CEO Leslie Trigg. “She brings a deep understanding of the consumer health landscape that will be invaluable as we expand our home dialysis footprint, and continue to invest in a rich, multi-faceted data ecosystem designed to empower dialysis patients.”

An accomplished business leader, Saia has focused her 40-year career building leading global brands in the consumer products and medical technology businesses, including Novartis, Unilever, Revlon and Procter & Gamble. Previously Saia was Global Head of Vision Care of Alcon and CEO/President of CIBAVision, a Novartis Company. She also previously served on the Board of Directors of Coca-Cola Enterprises.

“Throughout my career, I’ve worked with technologically driven companies dedicated to developing new solutions that significantly improve the health and well-being of consumers, and this is where I hope to have an impact at Outset,” said Saia. “There appears to be a serious lack of new and better treatment options for those with kidney disease. This is the sizable opportunity gap I see Outset Medical’s home dialysis solution, Tablo, filling with its pioneering technology that improves outcomes and reduces the cost and complexity of care.”

Outset Medical also announced today that Ali Osman, senior vice president at Mubadala Investment Company, has stepped off the board.

“Ali has been a valuable member of our board as we’ve scaled the company’s growth over the last year,” added Trigg. “His manufacturing and technology operations expertise have advanced our success and we are grateful for his involvement.”

### About Outset Medical, Inc.

Outset is a medical technology company pioneering a first-of-its-kind technology to reduce the cost and complexity of dialysis. The Tablo Hemodialysis System, FDA cleared for use from the hospital to the home, represents a significant technological advancement that transforms the dialysis experience for patients and operationally simplifies it for providers. Tablo serves as a single enterprise solution that can be utilized across the continuum of care, allowing dialysis to be delivered anytime, anywhere and by anyone. The integration of water purification and on-demand dialysate production enables Tablo to serve as a dialysis clinic on wheels with 2-way wireless data transmission and a proprietary data analytics platform powering a new holistic approach to dialysis care. Tablo is a registered trademark of Outset Medical, Inc.