
**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): November 30, 2020

Outset Medical, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39513
(Commission
file number)

20-0514392
(I.R.S. Employer
Identification Number)

**3052 Orchard Dr.
San Jose, California 95134
(669) 231-8200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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	OM	The 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 8.01 Other Events.

On November 30, 2020, Outset Medical, Inc. (the “Company”), issued a press release announcing that it has launched a secondary public offering of 4,000,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), held by certain selling stockholders of the Company (the “Offering”). In addition, such selling stockholders are expected to grant the underwriters a 30-day option to purchase up to an additional 600,000 shares of Common Stock. A copy of the press release is attached hereto as Exhibit 99.1.

In order to effect the Offering, BofA Securities, Inc., Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC (the “Representatives”) intend to release lock-up restrictions entered into between the selling stockholders and the Representatives in connection with the Company’s initial public offering, solely with respect to the shares to be sold by the selling stockholders in the Offering.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

Exhibit No.	Description
99.1	Press Release

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.

Dated: November 30, 2020

Outset Medical, Inc.

By: /s/ Rebecca Chambers

Name: Rebecca Chambers

Title: Chief Financial Officer



Outset Medical Announces Secondary Offering of Common Stock

San Jose, CA – November 30, 2020 – Outset Medical, Inc. (Nasdaq: OM) (“Outset”), a medical technology company pioneering a first-of-its-kind technology to reduce the cost and complexity of dialysis, announced today the commencement of a proposed underwritten public offering of 4,000,000 shares of its common stock by certain of its stockholders. In addition, such selling stockholders expect to grant the underwriters a 30-day option to purchase up to an additional 600,000 shares of its common stock in the offering. Outset is not selling any shares and will not receive any of the proceeds from the sale of the shares of common stock being offered by the selling stockholders. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

BofA Securities, Morgan Stanley and Goldman Sachs & Co. LLC are acting as joint lead book-running managers for the offering. SVB Leerink and Stifel are acting as co-managers for the offering.

A registration statement on Form S-1 relating to the shares being sold in this offering has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy these securities be accepted prior to the time the registration statement becomes effective.

The offering will be made only by means of a prospectus. When available, a copy of the preliminary prospectus may be obtained from BofA Securities, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attention: Prospectus Department, or by email at dg.prospectus_requests@bofa.com; Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department, or by email at prospectus@morganstanley.com; and Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, via telephone: 1-866-471-2526, or via email: prospectus-ny@ny.email.gs.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification of these securities under the securities laws of any such state or jurisdiction.

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.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include statements regarding an offering of Outset Medical's common stock. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. These risks and uncertainties, many of which are beyond our control, include risks described in the section entitled Risk Factors in the preliminary prospectus related to this offering filed with the Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof and should not be unduly relied upon. Outset Medical disclaims any obligation to update these forward-looking statements.

Investor Contact

Lynn Lewis or Brian Johnston
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