

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): July 10, 2024

American Well Corporation

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39515
(Commission File Number)

20-5009396
(IRS Employer
Identification No.)

75 State Street
26th Floor
Boston, Massachusetts
(Address of Principal Executive Offices)

02109
(Zip Code)

Registrant's Telephone Number, Including Area Code: 617 204-3500

(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
Class A Common Stock, \$0.01 Par Value	AMWL	New York Stock Exchange

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 July 10, 2024 at 5:00 p.m. Eastern Time, American Well Corporation (the “Company”) effected a reverse stock split of the Company’s Class A common stock, Class B common Stock and Class C common stock at a ratio of 1-for-20 (the “Reverse Stock Split”). The Company’s Class A common stock began trading on a split-adjusted basis at the market open on July 11, 2024, under the existing trading symbol “AMWL.” The CUSIP number for the Company’s Class A common stock following the Reverse Stock Split is 03044L 204. The Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware, is attached as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being filed herewith:

3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

AMERICAN WELL CORPORATION

Date: July 15, 2024

By: /s/ Bradford Gay

Bradford Gay
Senior Vice President, General Counsel

**CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AMERICAN WELL CORPORATION**

American Well Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

1. The amendment to the Corporation’s Amended and Restated Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

2. Article IV(A)(1) of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended by adding the following at the end thereof:

Effective as of 5:00 p.m. Eastern Time on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the “**Reverse Split Effective Time**”), (i) each twenty shares of Class A Common Stock issued and outstanding immediately prior to the Reverse Split Effective Time shall be combined into one validly issued, fully paid and non-assessable share of Class A Common Stock automatically and without any action by the holder thereof, (ii) each twenty shares of Class B Common Stock issued and outstanding immediately prior to the Reverse Split Effective Time shall be combined into one validly issued, fully paid and non-assessable share of Class B Common Stock automatically and without any action by the holder thereof and (iii) each twenty shares of Class C Common Stock issued and outstanding immediately prior to the Reverse Split Effective Time shall be combined into one validly issued, fully paid and non-assessable share of Class C Common Stock automatically and without any action by the holder thereof (such combination of shares, the “**Reverse Stock Split**”). The par value of the Class A Common Stock, Class B Common Stock and Class C Common Stock following the Reverse Stock Split shall remain at \$0.01 per share. The number of authorized shares of Class A Common Stock, Class B Common Stock, Class C Common Stock and Preferred Stock shall remain unchanged following the Reverse Split Effective Time. No fractional shares of Class A Common Stock, Class B Common Stock or Class C Common Stock shall be issued as a result of the Reverse Stock Split. In lieu thereof, any holder who would otherwise be entitled to a fractional share of Class A Common Stock, Class B Common Stock or Class C Common Stock as a result of the Reverse Stock Split, following the Reverse Split Effective Time, shall be entitled to receive a cash payment equal to the fraction of which such holder would otherwise be entitled multiplied by the closing price per share of Class A Common Stock as reported by the New York Stock Exchange (as adjusted to give effect to the Reverse Stock Split) on the date of the Reverse Split Effective Time; *provided* that all shares of Class A Common Stock, Class B Common Stock or Class C Common Stock (including fractions thereof) issuable as a result of the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of a fractional share of Class A Common Stock, Class B Common Stock or Class C Common Stock, as applicable. The Reverse Stock Split shall occur automatically without any further action by the holders of Common Stock, and whether or not the certificates representing such shares have been surrendered to the Corporation; *provided* that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable as a result of the Reverse Stock Split unless the existing certificates evidencing the applicable shares of stock prior to the Reverse Stock Split are either surrendered to the Corporation, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes a lost certificate affidavit and agreement reasonably acceptable to the Corporation (which may include a requirement to post a bond) to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificates.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on July 10, 2024.

AMERICAN WELL CORPORATION

By: /s/ Bradford Gay
Name: Bradford Gay
Title: General Counsel

