Definitive Healthcare Announces Launch of Proposed Follow-On Offering of 11,000,000 Shares of Class A Common Stock

November 15, 2021

FRAMINGHAM, Mass., Nov. 15, 2021 (GLOBE NEWSWIRE) -- Definitive Healthcare Corp. (“Definitive Healthcare”) (Nasdaq: DH), an industry leader in healthcare commercial intelligence, today announced the commencement of an underwritten public offering of 11,000,000 shares of its Class A common stock. In addition, Definitive Healthcare expects to grant the underwriters a 30-day option to purchase up to an additional 1,650,000 shares of its Class A common stock at the public offering price, less underwriting discounts and commissions.

Definitive Healthcare intends to use the net proceeds from the proposed offering (a) for acquisitions and general corporate purposes, including purchasing up to 7,000,000 newly issued limited liability interests from its subsidiary AIDH TopCo, LLC, and (b) to repurchase up to an aggregate of 2,233,238 shares of Class A common stock and purchase 1,766,762 limited liability interests in AIDH TopCo, LLC from existing holders in a “synthetic secondary” transaction. In the event the underwriters exercise their option to purchase additional shares, Definitive Healthcare will use the net proceeds to repurchase additional shares of Class A common stock and purchase limited liability interests in AIDH TopCo, LLC from existing holders.

Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are acting as lead joint book-running managers and representatives of the underwriters for the proposed offering. Morgan Stanley & Co. LLC and Barclays Capital Inc. are acting as joint book-running managers and are also representatives of the underwriters for the proposed offering. Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. are acting as book-runners for the proposed offering. Canaccord Genuity LLC, Raymond James & Associates, Inc., Stifel, Nicolaus & Company, Incorporated, Drexel Hamilton, LLC and Loop Capital Markets are acting as co-managers.

The proposed offering will be made only by means of a prospectus. A copy of the preliminary prospectus related to the proposed offering may be obtained from the Securities and Exchange Commission (“SEC”) at www.sec.gov, and copies of the preliminary prospectus may be obtained from: Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, by telephone at (866) 471-2526 or by email at prospectus-ny@ny.email.gs.com; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (866) 803-9204 or by email at prospectuseq_fi@jpmorganchase.com; Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014; or Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, by telephone at (888) 603-5847 or by at email at barclaysprospectus@broadridge.com.

A registration statement on Form S-1 relating to these securities has been filed with the SEC 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.

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 under the securities laws of any such state or jurisdiction.

About Definitive Healthcare

At Definitive Healthcare, our passion is to transform data, analytics and expertise into healthcare commercial intelligence. We help clients uncover the right markets, opportunities and people, so they can shape tomorrow’s healthcare industry. Our SaaS platform creates new paths to commercial success in the healthcare market, so companies can identify where to go next.

Forward-Looking Statements

This Press Release contains forward-looking statements, including, without limitation, statements concerning the conditions of our industry and our operations, performance and financial condition, including in particular, statements relating to our business, growth strategies, product development efforts and future expenses. All statements regarding the Definitive Healthcare other than statements of historical fact or relating to present facts or current conditions included in this Press Release are forward-looking statements. Forward-looking statements can be identified by words such as “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects” and similar references to future periods, or by the inclusion of forecasts or projections. Examples of forward-looking statements include, but are not limited to, statements we make regarding the outlook for our future business and financial performance.

Forward-looking statements in this Press Release are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, our actual results may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the following: an outbreak of disease, global or localized health pandemic or epidemic, or the fear of such an event (such as the COVID-19 global pandemic), including the global economic uncertainty and measures taken in response; the short- and long-term effects of the COVID-19 global pandemic, including the pace of recovery or any future resurgence; our ability to implement and execute our strategic plans to transform the business; our ability to develop or sell solutions in a timely manner or maintain client relationships; competition for our solutions; harm to our brand and reputation; unfavorable global economic conditions; risks associated with operating and expanding internationally; failure to prevent cybersecurity incidents or the perception that confidential information is not secure; failure in the integrity of our data or the systems; experiencing system failures and personnel disruptions, which could delay the delivery of our solutions to our clients; losing access to data sources; failure of our software vendors and network and cloud providers to perform as expected or if our relationship is terminated; loss or diminution of one or more of our key clients, business partners or government contracts; dependence on strategic alliances, joint ventures and acquisitions to grow our business; our ability to protect our intellectual property adequately or cost-effectively; claims for intellectual property infringement; interruptions, delays or outages to subscription or payment processing platforms; risks related to acquiring and integrating businesses and divestitures of existing businesses; ability to retain members of the senior leadership team and attract and retain skilled employees and compliance with governmental laws and regulations.

Additional factors or events that could cause our actual performance to differ from these forward-looking statements may emerge from time to time, and it is not possible for us to predict all of them. These factors include but are not limited to those described under “Risk Factors” in Definitive Healthcare’s registration statement relating to the offering. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, our actual financial condition, results of operations, future performance and business may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by us in this Press Release speaks only as of the date on which it is made. Definitive Healthcare undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. The underwriters and their affiliates (collectively, the “Underwriters”) have not conducted any investigation with respect to the information in this Press Release, and the Underwriters and Definitive Healthcare expressly disclaim any and all liability for representations, expressed or implied, contained in, or for omissions from, this Press Release or any other written or oral communication transmitted to any interested party in the course of its evaluation of Definitive Healthcare. Only those particular representations and warranties that may be made by Definitive Healthcare in a definitive written agreement, when and if one is executed, and subject to such limitations and restrictions as may be specified in such agreement, shall have any legal effect. Certain information contained in this Press Release has been obtained from sources outside of Definitive Healthcare. While such information is believed to be reliable for the purposes used herein, neither Definitive Healthcare nor any of its affiliates, directors, officers, members, employees, agents or advisors assume any responsibility for the accuracy of such information.

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