
**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): **May 2, 2019**

TABULA RASA HEALTHCARE, INC.

(Exact Name of Registrant Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-37888
(Commission File
Number)

46-5726437
(I.R.S. Employer
Identification No.)

228 Strawbridge Drive, Suite 100
Moorestown, New Jersey
(Address of Principal Executive Offices)

08057
(Zip Code)

Registrant's telephone number, including area code: **(866) 648-2767**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.0001 per share	TRHC	The NASDAQ Stock Market

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 (see General Instruction A.2. below):

- 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))

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 May 2, 2019, Tabula Rasa HealthCare, Inc. (the “Company”) entered into an amendment to each of the Restricted Stock Grant Agreements, each dated September 28, 2016, and as each were previously amended on June 12, 2017 and May 30, 2018, by and between the Company and each of Dr. Calvin H. Knowlton, Chief Executive Officer of the Company and Dr. Orsula V. Knowlton, President and Chief Marketing & New Business Development Officer of the Company (collectively, the “Restricted Stock Grant Agreements”), pursuant to which each of Dr. Calvin Knowlton and Dr. Orsula V. Knowlton received a restricted stock award of 337,307 and 267,268 shares of the Company’s common stock, respectively. Under the Restricted Stock Grant Agreements, 50% of the shares of restricted stock were scheduled to vest on May 31, 2019 and the remaining 50% of the shares of restricted stock were scheduled to vest on January 31, 2020. Pursuant to the terms of the amendments, all of the shares of restricted stock granted pursuant to the Restricted Stock Grant Agreements will now vest in six equal installments at the end of each calendar quarter beginning on June 30, 2019 and ending on September 30, 2020, such that the shares of restricted stock granted under the Restricted Stock Grant Agreements will be vested in full on September 30, 2020.

Each of the Restricted Stock Grant Agreements were made pursuant to a form grant agreement previously approved by the Company’s Compensation Committee, and all of the aforementioned amendments to the vesting schedules were approved by the Company’s Compensation Committee.

SIGNATURE

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.

TABULA RASA HEALTHCARE, INC.

By: /s/ Dr. Calvin H. Knowlton
Dr. Calvin H. Knowlton
Chief Executive Officer

Dated: May 2, 2019