

**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 15, 2022

Cerner Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-15386
(Commission
File Number)

43-1196944
(IRS Employer
Identification No.)

2800 Rock Creek Parkway
North Kansas City, Missouri
(Address of Principal Executive Offices)

64117
(Zip Code)

(816) 221-1024
(Registrant's Telephone Number, Including Area Code)

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 (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))

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, \$0.01 par value per share | CERN | 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 8.01 Other Events.

On March 15, 2022, Cerner Corporation (“Cerner”) announced that its Board of Directors declared a quarterly cash dividend on Cerner’s common stock of \$0.27 per issued and outstanding share. The cash dividend will be paid on April 19, 2022, to shareholders of record as of the close of business on March 28, 2022. All subsequent dividends are subject to review and approval by Cerner’s Board of Directors in its discretion. The decision of whether to pay any future dividends and the amount of any such dividends will be based on, among other things, Cerner’s financial position, results of operations, cash flows, capital requirements, certain restrictions on the payment of dividends under the Agreement and Plan of Merger, dated December 20, 2021, between Cerner, OC Acquisition LLC, Cedar Acquisition Corporation and Oracle Corporation, the requirements of applicable law and any other factors that the Board of Directors may deem relevant.

A copy of the text of the press release is furnished as Exhibit 99.1 and is incorporated by reference herein. The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise be subject to the liabilities of that section, nor shall it be incorporated by reference into any registration statement or other filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as otherwise expressly stated in such filing.

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

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press release of Cerner Corporation dated March 15, 2022 |
| 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.

CERNER CORPORATION

Date: March 15, 2022

By: /s/ Mark J. Erceg
Mark J. Erceg, Executive Vice President and Chief Financial Officer

CERNER ANNOUNCES QUARTERLY DIVIDEND

KANSAS CITY, Mo. - Mar. 15, 2022 - Cerner Corporation (Nasdaq: CERN), a global healthcare technology company, today announced that its Board of Directors (the “Board”) declared a cash dividend to stockholders of \$0.27 per issued and outstanding share. The cash dividend will be payable April 19, 2022, to shareholders of record as of the close of business March 28, 2022.

Cerner intends to pay regular quarterly cash dividends, with future declarations subject to Board approval and their determination that the declaration of dividends remains in the best interests of Cerner and its shareholders. The decision of whether to pay future dividends and the amount of any such dividends will be based on the company’s financial position, results of operations, cash flows, capital requirements, applicable law and any other factors the Board may deem relevant.

About Cerner

Cerner’s health technologies connect people and information systems at thousands of contracted provider facilities worldwide dedicated to creating smarter and better care for individuals and communities. Recognized globally for innovation, Cerner assists clinicians in making care decisions and assists organizations in managing the health of their populations. The company also offers a connected clinical and financial ecosystem to help manage day-to-day revenue functions, as well as a wide range of services to support clinical, financial and operational needs, focused on people. For more information, visit [Cerner.com](https://www.cerner.com), [Cerner Perspectives](#), connect on [Facebook](#), [Instagram](#), [LinkedIn](#), [Twitter](#) or join the discussion on [Cerner’s podcast Perspectives on Health & Tech](#). Nasdaq: CERN. Healthcare is too important to stay the same.

Cautionary Statement Regarding Forward-Looking Statements

All statements in this press release that do not directly and exclusively relate to historical facts constitute forward-looking statements. These forward-looking statements are based on the current beliefs, expectations and assumptions of Cerner's management with respect to future events and are subject to a number of significant risks and uncertainties. It is important to note that Cerner's performance, and actual results, financial condition or business could differ materially from those expressed in such forward-looking statements. The words "intends," "future," or the negative of these words, variations thereof or similar expressions are intended to identify such forward-looking statements. For example, our forward-looking statements include statements regarding future dividends. Factors that could cause or contribute to such differences include, but are not limited to the potential disruptions to our business caused by the proposed acquisition of us by Oracle Corporation; the possibility that the proposed acquisition will not close or that the closing may be delayed; stockholder litigation could prevent or delay the closing of the transaction or otherwise impact our business, operating results and financial condition; the impact of the COVID-19 pandemic on how Cerner and its customers are operating their businesses and the duration and extent to which the pandemic will impact Cerner's future results of operations; the possibility of interruption at our data centers or client support facilities, or those of third parties with whom we have contracted (such as public cloud providers), that could expose us to significant costs and reputational harm and interrupt client's access to their data; the possibility of increased expenses, exposure to legal claims and regulatory actions and reputational harm associated with a security breach; potential claims for system errors and warranties or significant costs and reputational harm related to product and service-related liabilities; material adverse resolution of legal proceedings or other claims or reputational harm stemming from negative publicity related to such claims or legal proceedings; the possibility that Cerner may be adversely affected by other economic, business, and/or competitive factors, including our ability to anticipate or respond quickly to market changes, changing technologies and evolving pricing and deployment methods and to bring competitive new solutions, devices, features and services to market in a timely fashion; risks inherent with business acquisitions, strategic investments, collaborations and the failure to achieve projected synergies, or divestitures; managing growth in the new markets in which we offer solutions, health care devices or services; long sales cycles for our solutions and services; risks related to our dependence on strategic relationships and third party suppliers, including any impact to such supplier's business resulting from the COVID-19 pandemic; the ability of Cerner to attract or retain customers and key personnel and to maintain relationships with key suppliers; inability to achieve expected operating efficiencies and sustain or improve operating expense reductions or business disruptions or adverse tax consequences associated with restructuring, realignment and costs reduction activities; changing political, economic and regulatory influences, which could impact the purchasing practices and operations of our clients and increase costs to deliver compliant solutions and services; non-compliance with laws, regulations or certain industry initiatives or failure to deliver solutions or services that enable our clients to comply with laws or regulations applicable to their businesses; risks inherent in contracting with government clients, including without limitation, complying with strict compliance and disclosure obligations, navigating complex procurement rules and processes, and defending against bid protests; risks associated with our outstanding and future indebtedness, such as compliance with restrictive covenants, which may limit our flexibility to operate our business; risk that our capital allocation strategy will not be fully implemented or enhance long-term shareholder value; changes in tax laws, regulations or guidance that could adversely affect our tax position and/or challenges to our tax positions in the U.S. and non-U.S. countries; possibility that our transition to a subscription based recurring revenue model and continued modernization of our technology may adversely affect our near-term revenue growth and results of operations; the potential for losses resulting from asset impairment charges; potential variations in our sales forecasts compared to actual sales; risks that our revenue growth may be lower than anticipated and/or that the mix of revenue shifts to low margin revenue; variations in our quarterly operating results; and risks associated with fluctuations in foreign currency exchange rates. Additional discussion of these and other risks, uncertainties and factors affecting Cerner's business is contained in Cerner's filings with the Securities and Exchange Commission. The reader should not place undue reliance on forward-looking statements, since the statements speak only as of the date that they are made. Except as required by law, Cerner undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events, or changes in our business, results of operations or financial condition over time.

Investor Contact:

Allan Kells, (816) 201-2445, akells@cerner.com

Media Contact:

Stephanie Greenwood, Media Relations, stephanie.greenwood@cerner.com