

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

May 24, 2024

(Date of earliest event reported)

Fortrea Holdings Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of Incorporation)

001-41704

(Commission File Number)

92-2796441

(I.R.S. Employer Identification No.)

8 Moore Drive

Durham,

(Address of principal executive offices)

North Carolina

27709

(Zip Code)

(Registrant's telephone number including area code) 877-495-0816

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 communication 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 Exchange Act.

Title of Each Class **Trading Symbol Name of exchange on which registered**
Common Stock, \$0.001 par value FTRE 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.

EXPLANATORY NOTE

This Current Report on Form 8-K/A (this “Amendment”) is being furnished by Fortrea Holdings Inc. (the “Company”) to correct administrative errors in certain non-GAAP information for the trailing twelve months ended March 31, 2024 (the “Trailing Twelve Month Data”) on slides 8 and 10 of the corporate presentation furnished on May 24, 2024 (the “Corporate Presentation”). The Trailing Twelve Month Data has been corrected in the updated corporate presentation furnished herewith as Exhibit 99.1 (the “Updated Presentation”). No other changes have been made to the Corporate Presentation, and the Company confirms that no changes are needed to its annual report on Form 10-K for the year ended December 31, 2023 nor its quarterly report on Form 10-Q for the quarter ended March 31, 2024 (or any quarterly reports filed with the Securities and Exchange Commission in 2023) as a result of these revisions. The information contained in this Amendment and the Updated Presentation amends and supersedes the Corporate Presentation.

Item 7.01 Regulation FD Disclosure.

On June 7, 2024, the Company made available the Updated Presentation. A copy of the Updated Presentation is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K/A and is available on the Investor Relations page of the Company’s website at <https://ir.fortrea.com>.

The information provided pursuant to this Item 7.01 is “furnished” and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filings. The furnishing of such information is not intended to constitute a representation that such furnishing is required by Regulation FD or that such information includes material investor information that is not otherwise publicly available.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Updated Presentation
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.

Fortrea Holdings Inc.

By: /s/ STILLMAN HANSON

Name: Stillman Hanson

Title: General Counsel

Date: June 7, 2024



Q1 2024 Earnings Presentation

06.07.2024 - Updated
05.24.2024

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FORWARD-LOOKING STATEMENTS & NON-GAAP FINANCIAL MEASURES

Forward-Looking Statements Disclosure. Certain information in this presentation contains "forward-looking" statements. You should not place undue reliance on these statements. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategies. These statements often include words such as "believe", "expect", "anticipate", "intend", "plan", "estimate", "seek", "will", "should", "could", "may" or the negative thereof or variations thereon or similar expressions that are predictions of or indicate future events or trends. These statements are based on certain assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate in these circumstances. As you read and consider this presentation, you should understand that these statements are not guarantees of performance or results and that actual future results may vary materially. They involve risks, uncertainties and assumptions. Many factors could affect our actual financial results and could cause actual results to differ materially from those expressed in the forward-looking statements, including among other things, the current positive market and customer response to us; our ability to leverage our competitive advantages to achieve or exceed market growth rates; our reliance on our former parent company, Laboratory Corporation of America Holdings to provide financial reporting and other financial and information for periods prior to the spin-off through the end of the relevant transition agreements, as well as IT, accounting, finance, legal, human resources, and other services critical to our businesses; our dependence on third parties generally to provide services critical to our businesses throughout the transition period and beyond; our ability to establish and develop our accounting, enterprise resource planning, and other management systems post the transition period, which could cost more or take longer than anticipated; our identification of existing material weaknesses in our internal control over financial reporting; our ability to successfully implement our business strategies, improve margins, and execute our long-term value creation strategy; risks and expenses associated with our international operations and currency fluctuations; our customer or therapeutic area concentrations; any further deterioration in the macroeconomic environment, which could lead to defaults or cancellations by our customers; the risk that our backlog and net new business may not be indicative of our future revenues and we might not realize all of the anticipated future revenue reflected in our backlog; our ability to generate sufficient net new business awards, or if net new business awards are delayed, terminated, reduced in scope, or fail to go to contract; the risk that we may underprice our contracts, overrun our cost estimates, or fail to receive approval for, or experience delays in documentation of change orders; our ability to complete the divestiture of certain assets relating to the Enabling Services segment on time or at all and our ability to realize the full purchase price and benefits of the transaction; and other factors described from time to time in documents that we file with the U.S. Securities and Exchange Commission (the "SEC"), including any updates or amendments thereof. For a further discussion of the risks relating to our business, see the "Risk Factors" Section of our Annual Report on Form 10-K (the "Form 10-K") and subsequent reports, as filed with the SEC.

In light of these risks, uncertainties and assumptions, the forward-looking statements contained in this presentation might not prove to be accurate and you should not place undue reliance upon them. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures. This presentation contains discussions of certain financial measures, such as EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Net Debt, Net Leverage and Free Cash Flow, which are non-GAAP financial measures. Non-GAAP financial measures are presented only as a supplement to the Company's financial statements based on GAAP. Non-GAAP financial information is provided to enhance understanding of the Company's financial and operational performance and cash flow, but none of these non-GAAP financial measures are recognized terms under GAAP, and non-GAAP measures should not be considered in isolation from, or as a substitute analysis for, the Company's results of operations as determined in accordance with GAAP. The Company believes these adjusted measures are useful to investors as a supplement to, but not as a substitute for, GAAP measures, in evaluating the Company's operational performance and cash-flow. The Company further believes that the use of these non-GAAP financial measures provides an additional tool for investors in evaluating operating results and trends, growth, indebtedness, cash-flow and shareholder returns, as well as in comparing the Company's financial results with the financial results of other companies. However, the Company notes that these adjusted measures may be different from and not directly comparable to the measures presented by other companies. Because not all companies use identical calculations, our presentation of these non-GAAP financial measures may not be comparable to other similarly titled measures of other companies. For example, in calculating Adjusted EBITDA, the Company excludes all the amortization of intangible assets associated with acquired customer relationships and backlog, databases, non-compete agreements and trademarks, trade names and other from non-GAAP expense and income measures as such amounts can be significantly impacted by the timing and size of acquisitions.

Fortrea's Q1'24 Highlights

1.11x Book-to-Bill for Q1, 1.22x for the trailing nine months

Solid demand environment – number and value of RFPs increased

Continued momentum implementing our growth and differentiation strategies

Progressing towards divestiture of Endpoint and Patient Access businesses in Q2

Sustained focus on cost structure and margin expansion:

- ~50% of TSAs¹ exited at end of Q1 2024
- Executing against SG&A reduction roadmap

¹ Transition services agreement

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Fortrea's Program for Change: Significant Opportunity to Create Shareholder Value



We remain committed to exiting 2024 at or around 2022 EBITDA margin levels

Q1'24– Key Financial Highlights Continuing Operations

	Q1 2023	Q1 2024	% Change
(\$ in millions, except per share data)			
Revenue	\$693.9	\$662.1	(4.6)%
Adj. EBITDA ¹	\$46.8	\$27.1	(42.1)%
% Adj. EBITDA Margin ¹	6.7%	4.1%	
Net Income (Loss)	\$8.0	\$(79.8)	(1,097.5)%
Net Income (Loss) / diluted share ²	\$0.09	\$(0.89)	(1,088.9)%
Adj. Net Income (Loss) ¹	\$33.0	\$(4.9)	(114.8)%
Adj. Net Income (Loss) / diluted share ^{1, 2}	\$0.37	\$(0.05)	(113.5)%
Ending Backlog ³	n/a	\$7,425	

Note: The financial information included herein includes immaterial adjustments to the Company's previously reported financial information. Please see the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission, for more information regarding these revisions.

¹ Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income and Adjusted Net Income/share are non-GAAP financial measures. Please see slides 10 and 11 for a reconciliation to the most comparable GAAP number.

² On June 30, 2023, the Separation from Lobcorp was affected through a pro-rata distribution of one share of the Company's common stock for every share of Lobcorp common stock held at the close of business on the record date of June 20, 2023. As a result, on June 30, 2023, the Company had 88.8 million shares of common stock outstanding. This share amount is being utilized for the Q1 2023 calculation of basic earnings per share for all periods presented through the Separation date. Additionally, there are no dilutive instruments for Q1 2023.

³ Historical backlog is not provided for prior quarters based on previously disclosed backlog methodology changes.

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Cash Flow and Liquidity Profile

Free Cash Flow and Conversion Rate

Cash Flow ¹ (\$ in millions)	Q1
	2024
Operating Cash Flow ¹	\$(25.6)
Less: CAPEX ¹	\$(9.3)
Free Cash Flow ^{1,2}	\$(34.9)

Liquidity Position

Debt Leverage (\$ in millions)	March 31
	2024
Debt ³	\$1,646.0
Cash ⁴	\$92.8
Net Debt ⁵	\$1,553.2
Net DSO from continuing operations ⁶	97 days

¹ The cash flows related to discontinued operations have not been segregated and are included in the cash flow-related amounts shown above.

² Free Cash Flow, a non-GAAP measure, is equal to Operating Cash Flow less Capital expenditures.

³ Debt includes long-term and current notes, term loans and revolving credit facility balance.

⁴ Cash is defined as Cash and Cash Equivalents.

⁵ Net Debt, a non-GAAP measure, is defined as Debt less Cash.

⁶ Net Days Sales Outstanding (DSO) reflects Revenue, net, and is based on billed and unbilled accounts receivable and gross unbilled services, less allowance for credit losses, and unearned revenue.

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2024 Financial Guidance and Outlook

Continuing Operations

	Q1'24 Actuals	FY'24 Guidance ¹
<i>(\$ in millions)</i>		<i>(as of May 7th, 2024)</i>
Revenue	\$662.1	\$2,785 - \$2,855
Adj. EBITDA ²	\$27.1	\$240.0 - \$260.0

¹ Full-year 2024 guidance measures (other than revenue) are provided on a non-GAAP basis without a reconciliation to the most directly comparable GAAP measure because Fortrea is unable to predict with a reasonable degree of certainty certain items contained in the GAAP measures without unreasonable efforts. Such items include, but are not limited to, acquisition-related expenses, restructuring and related expenses, stock-based compensation and other items not reflective of Fortrea's ongoing operations.

² Adjusted EBITDA is a non-GAAP financial measure. Please see slide 10 for a reconciliation to the most comparable GAAP number for Q1 2024.

First Quarter 2024 Net Debt Key Metrics

(\$ in millions)	Amount
Net Debt ¹	\$1,553.2
Estimated Initial Debt Payment with Closing of Asset Sale ²	\$275.0
Trailing Twelve Months Adjusted EBITDA from continuing operations ^{3, 4}	\$226.1

¹ Net Debt, a non-GAAP measure, is defined as Debt less Cash. Please see slide 6 for a reconciliation.

² Estimated net proceeds from the cash proceeds to be received on the closing date. During the covenant adjustment period under the Company's credit agreement, as amended, the Company has agreed to apply the net cash proceeds from the asset sale to the repayment of its senior indebtedness.

³ Adjusted EBITDA is a non-GAAP financial measure. Please see slide 10 for a reconciliation to the most comparable GAAP number.

⁴ Amended on June 7, 2024.

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Financial Reporting Changes

- Assets in the Asset Purchase Agreement with Endeavor Buyer LLC to sell the operations of Fortrea Patient Access Inc. and its subsidiaries and Endpoint Clinical, Inc. and its subsidiaries are reported as discontinued operations.
- With the sale of assets in the Enabling Services reporting segment, one segment is now reported as continuing operations, Clinical Services.
- Change in basis of presentation includes recast of information technology costs and certain facility costs to selling, general and administrative expenses in the Statements of Operations.
- The financial information included herein includes immaterial adjustments to the Company's previously reported financial information. Please see the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission, for more information regarding these revisions.

Net Income to Adjusted EBITDA Reconciliation (Non-GAAP) Continuing Operations

(\$ in millions)	Trailing Twelve Months Ended	Three Months Ended March 31,	
	March 31, 2024	2024	2023
Adjusted EBITDA from continuing operations:			
Net income (loss) from continuing operations	\$(119.5)	\$(79.8)	\$8.0
Provision for income taxes	3.8	4.1	1.5
Interest expense (income), net ⁶	104.1	34.3	(0.1)
Depreciation and amortization ¹	90.3	21.9	20.9
EBITDA from continuing operations ⁶	78.7	(19.5)	30.3
Foreign exchange loss / (gain)	(0.2)	5.3	5.2
Restructuring and other charges ²	26.5	3.3	0.6
Stock based compensation ⁶	47.6	13.5	6.3
One-time spin related costs ³	48.3	17.0	0.0
Customer matter ⁴	12.6	3.9	0.0
Enabling Services Segment costs not included in discontinued operations ^{5,6}	19.5	4.8	4.5
Other	(6.9)	(1.2)	(0.1)
Adjusted EBITDA for continuing operations ⁶	\$226.1	\$27.1	\$46.8
 Adjusted EBITDA from continuing operations Margin:			
Revenue from continuing operations ⁶	\$2,810.7	\$662.1	\$693.9
Adjusted EBITDA from continuing operations Margin ⁶	8.0%	4.1%	6.7%

Note: The financial information included herein includes immaterial adjustments to the Company's previously reported financial information. Please see the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission, for more information regarding these revisions.

1 Represents amortization of intangible assets acquired as part of business acquisitions.

2 Restructuring and other charges represent amounts incurred in connection with the elimination of redundant positions to reduce overcapacity, align resources, and restructure certain operations.

3 Represents one-time or incremental costs required to implement capabilities to exit transition services agreement.

4 As part of working with a customer, the Company has agreed to make concessions and provide discounts and other consideration to the customer as part of a multi-party solution.

5 These adjustments remove the impact of the Enabling Services Segment, which the Company entered into an Asset Purchase Agreement with Endeavor Buyer LLC, an affiliate of Arsenal Capital Partners to sell on March 9, 2024.

6 Trailing twelve months amended on June 7, 2024.

Net Income to Adjusted Net Income Reconciliation (Non-GAAP) Continuing Operations

(\$ in millions)	Three Months Ended March 31,	
	2024	2023
Adjusted net income (loss) from continuing operations:		
Net income (loss) from continuing operations	\$(79.8)	\$8.0
Foreign exchange loss	5.3	5.2
Amortization ¹	15.3	15.0
Restructuring and other charges ²	3.3	0.6
Stock based compensation	13.5	6.3
One-time spin related costs ³	17.0	0.0
Customer matter ⁴	3.9	0.0
Enabling Services Segment costs not included in discontinued operations ⁵	4.8	4.5
Other	(1.2)	(0.1)
Income tax impact of adjustments ⁶	13.0	(6.5)
Adjusted net income (loss) from continuing operations	\$(4.9)	\$33.0
Basic shares⁷	89.2	88.8
Adjusted basic earnings (loss) per share from continuing operations	\$(0.05)	\$0.37
Diluted shares⁷	89.2	88.8
Adjusted diluted earnings (loss) per share from continuing operations	\$(0.05)	\$0.37

Note: The financial information included herein includes immaterial adjustments to the Company's previously reported financial information. Please see the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission, for more information regarding these revisions.

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4 As part of working with a customer, the Company has agreed to make concessions and provide discounts and other consideration to the customer as part of a multi-party solution.

5 These adjustments remove the impact of the Enabling Services Segment, which the Company entered into an Asset Purchase Agreement with Endeavor Buyer LLC, an affiliate of Arsenal Capital Partners to sell on March 9, 2024.

6 Income tax impact of adjustments calculated based on the tax rate applicable to each item.

7 On June 30, 2023, the Separation from former parent was effectuated through a pro-rata distribution of one share of the Company's common stock for every share of Labcorp common stock held at the close of business on the record date of June 20, 2023. As a result, on June 30, 2023, the Company had 88.8 M shares of common stock outstanding. This share amount is being utilized for Q1 2023 for the calculation of basic earnings per share for all periods presented through the Separation date. Additionally, there are no dilutive instruments for Q1 2023.

