

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): December 5, 2025

**The Joint Corp.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36724**  
(Commission File Number)

**90-0544160**  
(IRS Employer  
Identification No.)

**16767 N. Perimeter Drive, Suite 110**  
**Scottsdale, Arizona 85260**  
(Address of principal executive offices) (Zip Code)

**(480) 245-5960**  
(Registrant's telephone number, including area code)

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
Common Stock, \$0.001	JYNT	The NASDAQ Capital 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 (17 §CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

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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 1.01. Entry Into a Material Definitive Agreement.**

On December 5, 2025, we entered into an Asset Purchase Agreement (as amended, the “Southeast Purchase Agreement”) with Addisco Value, LLC, a North Carolina limited liability company, Triangle Chiropractic Associates P.C., a North Carolina professional corporation, and Bluffton TJ, LLC, a South Carolina limited liability company (collectively, the “Buyers”), and Alex Klaus, an individual, Todd Wegerski, DC, an individual, Lisa Ezell, an individual, Andrew Michael Evec, an individual, and Susan Ruth Train, an individual (collectively, the “Guarantors”), pursuant to which we will sell to the Buyers the assets of, and grant franchise rights to, 22 company-owned or managed clinics located in Virginia, North Carolina and South Carolina (the “Southeast Transaction”) for an aggregate purchase price of \$1,482,800, subject to certain adjustments (the “Purchase Price”). The Purchase Price consists of (i) \$1,000,000 in cash, (ii) \$667,800 in prorated franchise fees pursuant to 22 separate franchise agreements to be entered into between us and the Buyers, and (iii) a credit of \$185,000 for certain clinic renovations. Pursuant to the Southeast Purchase Agreement, the Buyers will pay \$100,000 of the Purchase Price as a down payment upon the execution of the Southeast Purchase Agreement, and the Buyers will pay the remaining balance of the Purchase Price (the “Purchase Price Balance”) upon the closing of the Southeast Transaction pursuant to separate promissory notes and corresponding security agreements in the principal amount of the Purchase Price Balance.

The Southeast Transaction is expressly conditioned upon the assignment of the existing leases for at least 17 of the 22 clinics, or alternatively, the execution of the Management Agreements and, if applicable, the P.C. Management Agreements and the Submanager Agreements, as such terms are defined in the Southeast Purchase Agreement. The Southeast Transaction is also subject to customary closing conditions. The Southeast Purchase Agreement contains other provisions, covenants, representations, and warranties that are typical in transactions of this size, type, and complexity.

**Item 1.02. Termination of a Material Definitive Agreement.**

On December 11, 2025, we delivered a notice of termination (the “Elite Chiro Group Termination Notice”) to terminate the Asset Purchase Agreement, dated November 2, 2025 (the “Elite Chiro Group Purchase Agreement”), between us, Elite Chiro Group, a California corporation (“Elite Chiro Group”), as buyer, and Gadi Emein, an individual, as guarantor, pursuant to which we would have sold to Elite Chiro Group the assets of, and granted franchise rights to, 45 company-owned or managed clinics located in Southern California for an aggregate purchase price of \$4.5 million, subject to certain adjustments. The Elite Chiro Group Termination Notice is effective as of December 11, 2025. The Elite Chiro Group Purchase Agreement was terminated due to Elite Chiro Group’s failure to meet closing conditions. There were no penalties in connection with the termination of the Elite Chiro Group Purchase Agreement.

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

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Exhibits</u>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 11, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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.

### THE JOINT CORP.

Date: December 11, 2025

By: /s/ Sanjiv Razdan

Sanjiv Razdan

President and Chief Executive Officer



**The Joint Corp. Signs Asset Purchase Agreement to Sell 22 Corporate Clinics in the Southeast and Delivers Notice to Terminate APA for 45 Clinics in California**

*- Southeast Buyers are Existing Members of the Franchise Community, Further Increasing their Ownership -*

**SCOTTSDALE, Ariz., December 11, 2025** – The Joint Corp. (NASDAQ: JYNT), the nation's largest franchisor of chiropractic care through The Joint Chiropractic® network, signed an Asset Purchase Agreement (APA) for the sale of 22 corporate-owned or managed clinics for \$1.5 million to three buying groups. In mid-December, the buyers will assume business operations via Management Service Agreements until the lease reassignments are completed to permit ownership transfer. The company has delivered a notice to terminate the APA for the 45 clinics in Southern California signed on November 2, 2025.

**Summary of APA**

- Nine clinics – seven in Virginia, one in North Carolina, and one in South Carolina – are to be purchased by an existing franchisee and regional developer, who has over 13 years at The Joint and currently owns eight other clinics in North Carolina.
- Ten clinics in North Carolina are to be purchased by a Doctor of Chiropractic, who has worked within the system for almost 10 years, and his business partner, who is a former corporate employee with over three years of operations experience in our system.
- Three clinics – two in Georgia and one in South Carolina – are to be purchased by a team of two Doctors of Chiropractic, who are also seasoned operators and franchisees at The Joint.

"There is no greater validation than existing franchise community members expanding their portfolio and presence with The Joint. It demonstrates their belief in our business model and our strategic initiatives to strengthen our core, reignite growth and improve both clinic and company level profitability," said President and Chief Executive Officer of The Joint Corp. Sanjiv Razdan. "In the Southeast, we are proud to have Doctors of Chiropractic and franchisees alike increase their ownership. We look forward to seeing the performance of these clinics thrive in the hands of experienced operators as we build the next chapter of our growth collectively."

**Forward-Looking Statements**

This press release contains statements about future events and expectations that constitute forward-looking statements. Forward-looking statements are based on our beliefs, assumptions and expectations of industry trends, our future financial and operating performance and our growth plans, taking into account the information currently available to us. These statements are not statements of historical fact. Words such as, "anticipates," "believes," "continues," "estimates," "expects," "goal," "objectives," "intends," "may," "opportunity," "plans," "potential," "near-term," "long-term," "projections," "assumptions," "projects," "guidance," "forecasts,"

"outlook," "target," "trends," "should," "could," "would," "will," and similar expressions are intended to identify such forward-looking statements. Specific forward-looking statements made in this press release include, among others, our expectation that in mid-December, the buyers will assume business operations via management service agreements until the lease reassignments are completed to permit ownership transfer; our belief that attracting sophisticated franchisee groups and proven operators to join and expand their ownership with The Joint family validates our business model and our strategic initiatives to strengthen our core, reignite growth and improve both clinic and company level profitability; and our belief that we have essentially achieved our goal of becoming the best and largest pure play chiropractic care franchise system. Forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the expectations of future results we express or imply in any forward-looking statements, and you should not place undue reliance on such statements. Factors that could contribute to these differences include, but are not limited to, our inability to identify and recruit enough qualified chiropractors and other personnel to staff our clinics, due in part to the nationwide labor shortage and an increase in operating expenses due to measures we may need to take to address such shortage; inflation, which has increased our costs and which could otherwise negatively impact our business; our failure to profitably operate company-owned or managed clinics; our failure to rebrand as planned; short-selling strategies and negative opinions posted on the internet, which could drive down the market price of our common stock and result in class action lawsuits; our failure to remediate future material weaknesses in our internal control over financial reporting, which could negatively impact our ability to accurately report our financial results, prevent fraud, or maintain investor confidence; and other factors described in our filings with the SEC, including in the section entitled "Risk Factors" in our Annual Report on Form 10-K/A for the year ended December 31, 2024 filed with the SEC on August 12, 2025 and subsequently filed current and quarterly reports. We qualify any forward-looking statements entirely by these cautionary factors. We assume no obligation to update or revise any forward-looking statements for any reason or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

#### **About The Joint Corp. (NASDAQ: JYNT)**

The Joint Corp. (NASDAQ: JYNT) revolutionized access to chiropractic care when it introduced its retail healthcare business model in 2010. Today, it is the nation's largest operator, manager and franchisor of chiropractic clinics through The Joint Chiropractic network. The company is making quality care convenient and affordable, while eliminating the need for insurance, for millions of patients seeking pain relief and ongoing wellness. Headquartered in Scottsdale and with over 950 locations nationwide and more than 14 million patient visits annually, The Joint Chiropractic is a key leader in the chiropractic industry. The brand is consistently named to *Franchise Times*' annual "Top 400" and "Fast & Serious" list of 40 smartest growing brands. *Entrepreneur* named The Joint "No. 1 in Chiropractic Services," and it is regularly ranked on the publication's "Franchise 500," the "Fastest-Growing Franchises," and the "Best of the Best" lists, as well as its "Top Franchise for Veterans" and "Top Brands for Multi-Unit Owners" lists. *SUCCESS* named the company as one of the "Top 50 franchises" in 2024. The Joint Chiropractic is an innovative force, where healthcare meets retail. For more information, visit [www.thejoint.com](http://www.thejoint.com). To learn about franchise opportunities, visit [www.thejointfranchise.com](http://www.thejointfranchise.com).

**The Joint Business Structure**

The Joint Corp. is a franchisor of clinics and an operator of clinics in certain states. In Arkansas, California, Connecticut, Delaware, Colorado, District of Columbia, Florida, Illinois, Kansas, Kentucky, Maryland, Michigan, Minnesota, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Washington, West Virginia and Wyoming, The Joint Corp. and its franchisees provide management services to affiliated professional chiropractic practices.

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