

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): June 3, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 3, 2025, our Board of Directors (the “Board”) increased the size of the Board by one director and appointed Sandra R.A. Karrmann to fill the vacancy created by the increase in size of the Board. Ms. Karrmann will serve as Chair of the Compensation Committee of the Board.

As a non-employee director, Ms. Karrmann is eligible to receive compensation in accordance with our compensation program for non-employee directors. There are no arrangements or understandings between Ms. Karrmann and any other person pursuant to which Ms. Karrmann was elected to serve as a director, nor are there any related party transactions requiring disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 7.01. Regulation FD Disclosure.**

On June 4, 2025, we issued a press release announcing the appointment of Ms. Karrmann. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 8.01. Other Events.**

On June 3, 2025, the Board approved a stock repurchase plan to repurchase up to \$5.0 million of our common stock, par value \$0.001 per share, from time to time until June 3, 2027 or such other date as we have exhausted, or the Board otherwise terminates, the repurchase authorization. The timing, volume, price, and terms of the repurchases will depend on market and business conditions, applicable legal requirements, and other factors. The repurchases may be made on the open market, in privately negotiated transactions, or in such other manner (e.g., accelerated share repurchase transactions, block trades, derivatives, or otherwise) that complies with the terms of applicable federal and state securities laws and regulations.

On June 5, 2025, we issued a press release announcing that the Board approved the stock repurchase plan. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

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

(d) *Exhibits.*

Exhibit Number	Exhibits
<a href="#">99.1</a>	<a href="#">Press Release, dated June 4, 2025</a>
<a href="#">99.2</a>	<a href="#">Press Release, dated June 5, 2025</a>

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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: June 3, 2025

By: /s/ Sanjiv Razdan  
Sanjiv Razdan  
President and Chief Executive Officer



## **The Joint Corp. Appoints Sandi Karrmann as Director**

*- Accomplished Global HR Executive with Deep Franchise and Healthcare Expertise, including CHRO Roles at Kimberly-Clark, Tenet Healthcare, and Yum! Restaurants International, to Join Board -*

**SCOTTSDALE, Ariz., June 4, 2025** – The Joint Corp. (NASDAQ: JYNT), the nation's largest provider of chiropractic care through The Joint Chiropractic® network, appointed Sandi Karrmann as a Director to help the company strengthen its core, reignite growth and improve profitability. Karrmann increases the board to eight directors.

CEO, President and Director Sanjiv Razdan said, "A valuable addition to the board, Sandi brings extensive employee experience with publicly traded healthcare companies and franchises both here in the US and globally. We look forward to Sandi's contribution as we focus on nurturing talent, strengthening engagement, and attracting and retaining the best Doctors of Chiropractic. Our 2025 strategic priorities begin with building our people capability and culture to start the flywheel of exceling in the patient experience, turbo charging sales and profits for both our franchisees and the company and reigniting clinic network growth."

Karrmann said, "The Joint revolutionized access to affordable quality chiropractic care. I am excited to work with Sanjiv and the board as they continue to raise the quality of their people capability and culture and become a pure play, world class franchisor."

### **About Sandi Karrmann**

Sandi Karrmann has over two decades of experiences in human resources. Most recently, as Senior Vice President, Chief Human Resources Officer for Kimberly-Clark, she has had global responsibility for the K-C human resources function, including talent recruiting, development/succession, performance management, employee engagement, labor relations, HR operations, compensation, payroll and employee benefits. Prior to this role, Karrmann served as Executive Vice President, Chief Human Resources Officer for Tenet Healthcare and United Surgical Partners International. Prior to USPI, Karrmann served in senior leadership roles at various companies, including Chief People Officer for Yum! Restaurants International, Pizza Hut US and Executive Vice President, CHRO for Meritage Homes Corporation. Prior to Meritage Homes, she served in a number of positions with increasing responsibility over nearly 13 years with PepsiCo, including her last role as Vice President, Human Resources for the sales division of Frito-Lay North America.

Karrmann earned a BA degree in Psychology and Communications from the University of Michigan and an MBA in Finance from the University of Southern California. She currently serves as HR Committee Chair and Executive Board member for Camp John Marc, a camp for chronically ill/disabled children, and on the Board of Education is Freedom and United Way of Metropolitan Dallas.





## 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, 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 is regularly ranked on the publication's "Franchise 500," the "Fastest-Growing Franchises," the "Best of the Best" lists, as well as its "Top Franchise for Veterans" and "Top Brands for Multi-Unit Owners." *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).

## Business Structure

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

## 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 belief that Sandi Karrmann's appointment as a Director will help the company strengthen its core, reignite growth and improve profitability; our focus on nurturing talent, strengthening engagement, and attracting and retaining the best Doctors of Chiropractic; and our 2025 strategic priorities of building our people capability and culture to start the flywheel of exceling in the patient experience, turbo charging sales and profits for both our franchisees and the company and reigniting clinic network growth. 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

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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 for the year ended December 31, 2024 filed with the SEC on March 14, 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.

**Media Contact:**

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**Investor Contact:**

Kirsten Chapman, Alliance Advisors IR, 415-433-3777, [thejointinvestor@allianceadvisors.com](mailto:thejointinvestor@allianceadvisors.com)







### **The Joint Corp. Announces \$5 Million Stock Repurchase Program**

**SCOTTSDALE, Ariz., June 5, 2025** – The Joint Corp. (NASDAQ: JYNT), the nation's largest provider of chiropractic care through The Joint Chiropractic® network, announced that its board of directors has authorized a stock repurchase program expected to begin in August 2025 under which the company may repurchase up to \$5 million of its outstanding common stock.

"The stock buyback reflects the board's confidence in our long-term strategy, refranchising program and our projected cash flow generation," said Sanjiv Razdan, chief executive officer, president and director of The Joint Corp. "We believe our franchise model and long-term valuation are not yet fully recognized in our current stock price. This stock repurchase program underscores our commitment to disciplined capital allocation and delivering value to our stockholders."

Repurchases may be made from time to time in open market transactions, privately negotiated transactions, or by other means, in accordance with applicable securities laws and subject to market conditions and other factors. The timing, number and amount of any repurchases will be determined by the company's finance committee of the board of directors at its discretion. The stock repurchase program does not obligate the company to acquire any particular amount of common stock, has a termination date of June 3, 2027 and may be suspended or discontinued at any time.

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

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