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

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CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): August 18, 2022

OSI SYSTEMS, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware (STATE OR OTHER JURISDICTION OF INCORPORATION) 000-23125 (COMMISSION FILE NUMBER) 33-0238801 (IRS EMPLOYER IDENTIFICATION NO.)

12525 CHADRON AVENUE HAWTHORNE, CA 90250 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(310) 978-0516 (REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT.)

	ck the appropriate box below if the Form 8-K filing wing provisions:	is intended to simultaneously satisfy the filing ob	ligation of the registrant under any of the								
	Written communications pursuant to Rule 425 und	der 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 2	240.14d-2(b))								
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))										
Secu	rities registered pursuant to Section 12(b) of the Ac	t:									
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered								
	Common Stock, \$0.001 par value	OSIS	The Nasdaq Global Select Market								
	cate by check mark whether the registrant is an emer ter) or Rule 12b-2 of the Securities Exchange Act o		the Securities Act of 1933 (§230.405 of this								
		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. \Box

Item 2.02 Results of Operations and Financial Condition.

On August 18, 2022, we issued a press release announcing our financial results for the quarter ended June 30, 2022. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

We are furnishing the information contained in this Item 2.02 (including Exhibit 99.1). It shall not be deemed to be "filed" for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1: Press Release of OSI Systems, Inc. dated August 18, 2022

Exhibit 104: Cover Page Interactive Data File (embedded within the Inline XBRL document)

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release of OSI Systems, Inc. dated August 18, 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.

OSI SYSTEMS, INC.

Date: August 18, 2022

By: /s/ Alan Edrick
Alan Edrick

Executive Vice President and Chief Financial Officer

OSI Systems Reports Fiscal 2022 Fourth Quarter and Full Year Financial Results

- Record Q4 Revenues of \$337 Million
- Q4 Earnings Per Diluted Share
 - GAAP EPS of \$1.94 (39% year-over-year increase)
 - Record Adjusted EPS of \$1.96 (27% year-over-year increase)
- Q4 Ended Backlog of \$1.2 Billion (15% increase from June 30, 2021)
- Company Provides Fiscal 2023 Revenue and Adjusted EPS Guidance

HAWTHORNE, Calif.--(BUSINESS WIRE)--August 18, 2022--OSI Systems, Inc. (the "Company" or "OSI Systems") (NASDAQ: OSIS) today announced financial results for the fourth quarter and fiscal year ended June 30, 2022.

Deepak Chopra, OSI Systems' Chairman and Chief Executive Officer, stated "We are pleased to conclude fiscal 2022 with record fourth quarter and full-year revenues and adjusted earnings per share despite continued global economic uncertainty characterized by supply chain challenges, inflationary pressure, and rising interest rates. With strong bookings, we enter our new fiscal year with significant backlog and a robust pipeline of opportunities to enable us to maintain our positive momentum."

For the fourth quarter of fiscal 2022 the Company reported revenues of \$336.8 million, 1% higher than the \$332.2 million reported for the fourth quarter of fiscal 2021. Net income for the fourth quarter of fiscal 2022 was \$33.8 million, or \$1.94 per diluted share, compared to net income of \$25.9 million, or \$1.40 per diluted share, for the fourth quarter of fiscal 2021. Non-GAAP net income for the fourth quarter of fiscal 2022 was \$34.0 million, or \$1.96 per diluted share, compared to non-GAAP net income for the fourth quarter of fiscal 2021 of \$28.5 million, or \$1.54 per diluted share.

For the fiscal year ended June 30, 2022, revenues increased by 3% to \$1.183 billion from \$1.147 billion in the prior fiscal year. Net income for fiscal 2022 was \$115.3 million, or \$6.45 per diluted share, compared to net income of \$74.0 million, or \$4.03 per diluted share, in the prior fiscal year. Non-GAAP net income for the fiscal year ended June 30, 2022 was \$103.8 million, or \$5.81 per diluted share, compared to non-GAAP net income of \$97.9 million, or \$5.32 per diluted share, for the 2021 fiscal year.

Mr. Chopra commented, "The Security division finished the fiscal year with record fourth quarter revenues and operating income despite continued challenges, including the impact of higher supply chain and logistics costs, and rising labor costs. The Security division reported a 4% year-over-year increase in fourth quarter revenues and significantly expanded its adjusted operating margin, driven by robust activity across multiple geographic channels. With our strong fiscal 2022 book-to-bill ratio, we enter the new fiscal year with significant backlog in our Security division."

Mr. Chopra continued, "Our Optoelectronics and Manufacturing division again delivered solid fourth quarter financial results posting significant operating margin expansion along with solid bookings leading to a record backlog for the division. The division has benefitted from our vertically-integrated manufacturing global footprint and performed exceptionally well ending the fiscal year with record revenues, record operating income, and record bookings, positioning us well as we enter fiscal 2023."

Mr. Chopra concluded, "Our Healthcare division, as anticipated, reported a relatively small reduction in revenues for the fourth quarter of fiscal 2022 in comparison to the same prior-year period, which had been bolstered during the earlier stages of the COVID pandemic. During the quarter, we continued to focus on new product development, principally in our patient monitoring portfolio, to enhance our core offerings."

The effective tax rate for the fourth quarter of fiscal 2022 was 9.0%, compared with 12.9% in the prior year fourth quarter. The Company recognized a net discrete income tax benefit of \$4.9 million during the fourth quarter of fiscal 2022 compared to \$4.0 million in the comparable prior year quarter. Excluding the net discrete income tax items in both periods, the effective tax rates would have been 22.3% and 26.3%, respectively, for the three months ended June 30, 2022 and 2021.

During the three months and fiscal year ended June 30, 2022, the Company's book-to-bill ratio was 1.0 and 1.1, respectively. As of June 30, 2022, the Company's backlog was \$1.2 billion, representing an increase of 15% from the Company's backlog as of the end of the last fiscal year. During the quarter ended June 30, 2022, operating cash flow was \$22.0 million, and capital expenditures were \$4.6 million.

Alan Edrick, Executive Vice President and Chief Financial Officer, stated, "Overall, we were pleased with our fourth quarter and fiscal year 2022 financial results. In the face of continuing supply chain constraints throughout fiscal 2022, we invested in working capital, including maintaining higher inventory levels, which enabled us to be nimble and responsive to our customers in a difficult environment."

Mr. Edrick continued, "We continued to be active in our stock repurchase program and acquired 177,336 shares during the fourth quarter of fiscal 2022. During fiscal 2022, in aggregate, we repurchased approximately 7% of our outstanding shares as part of our capital allocation strategy, leaving us with the ability to repurchase approximately 1.25 million additional shares under our current buyback program. In the near term, we expect to utilize our credit facility to repay the remaining outstanding balance of our convertible notes maturing in September 2022."

Fiscal Year 2023 Outlook

For fiscal year 2023, the Company anticipates revenues in the range of \$1.240 billion to \$1.275 billion and adjusted earnings per diluted share in the range of \$6.02 to \$6.25. This guidance reflects significantly higher expected interest expense due to the rising interest rate environment coupled with the maturity of the Company's 1.25% convertible notes. Actual revenues and adjusted diluted earnings per share could vary from this guidance due to factors discussed under "Forward-Looking Statements" or other factors.

The Company's fiscal 2023 diluted earnings per share guidance is provided on a non-GAAP basis only. The Company does not provide a reconciliation of guidance for adjusted diluted EPS to GAAP diluted EPS (the most directly comparable GAAP measure) on a forward-looking basis because the Company is unable to provide a meaningful or accurate compilation of reconciling items and certain information is not available. This is due to the inherent difficulty and complexity in accurately forecasting the timing and amounts of various items included in the calculation of GAAP diluted EPS but excluded in the calculation of adjusted diluted EPS, such as acquisition costs and other non-recurring items that have not yet occurred, are out of the Company's control, or cannot otherwise reasonably be predicted. For the same reasons, the Company is unable to address the significance of unavailable information which may be material and therefore could result in GAAP diluted EPS, the most directly comparable GAAP financial measure, being materially different from projected adjusted diluted EPS.

Presentation of Non-GAAP Financial Measures

This earnings release includes a presentation of non-GAAP net income, non-GAAP diluted earnings per share, non-GAAP operating income (loss) by segment and non-GAAP operating margin, all of which are non-GAAP financial measures. The presentation of these non-GAAP figures for the three months and fiscal year ended June 30, 2021 and 2022 is provided to allow for the comparison of the underlying performance of the Company, net of impairment, restructuring and other charges (including certain legal costs), amortization of intangible assets acquired through business acquisitions, gain on sale of property in fiscal 2022, and non-cash interest expense primarily related to convertible debt in fiscal 2021, and their associated tax effects, and the impact of discrete income tax items. Although we exclude amortization of acquired intangible assets from our non-GAAP figures, revenue generated from such intangibles is included within revenue in determining non-GAAP financial performance of the Company. Management believes that these non-GAAP financial measures provide (i) enhanced insight into the ongoing operations of the Company, (ii) meaningful information regarding the Company's financial results (excluding amounts management does not view as reflective of ongoing operating results) for purposes of planning, forecasting, and assessing the performance of the Company's businesses, (iii) a meaningful comparison of financial results of the current period against results of past periods, and (iv) financial results that are generally more comparable to financial results of peer companies than are GAAP figures. Non-GAAP financial measures should not be assessed in isolation or as a substitute for measures of financial performance prepared in accordance with GAAP. These non-GAAP measures may not be the same as measures used by other companies due to possible differences in methods and in the items or events for which adjustments are made.

Reconciliations of GAAP to non-GAAP financial information are provided in the accompanying tables. The financial results calculated in accordance with GAAP and reconciliations from those financial results should be carefully evaluated.

Conference Call Information

The Company will host a conference call and simultaneous webcast beginning at 1:30pm PT (4:30pm ET) today to discuss its results for the fourth quarter and fiscal year 2022. To listen, please visit the Investor Relations section of the OSI Systems website at http://investors.osi-systems.com/index.cfm and follow the link that will be posted on the front page. A replay of the webcast will be available beginning shortly after the conclusion of the conference call until September 1, 2022. The replay can be accessed through the Company's website at www.osi-systems.com.

About OSI Systems

OSI Systems is a vertically integrated designer and manufacturer of specialized electronic systems and components for critical applications in the homeland security, healthcare, defense and aerospace industries. The Company combines more than 40 years of electronics engineering and manufacturing experience with offices and production facilities in more than a dozen countries to implement a strategy of expansion into selective end-product markets. For more information on OSI Systems and its subsidiary companies, visit www.osi-systems.com. News Filter: OSIS-E

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to the Company's current expectations, beliefs, and projections concerning matters that are not historical facts. Forward-looking statements are not guarantees of future performance and involve uncertainties, risks, assumptions, and contingencies, many of which are outside the Company's control and which may cause actual results to differ materially from those described in or implied by any forward-looking statement. Forward-looking statements include, but are not limited to, information provided regarding expected revenues, earnings, growth, and operational performance in fiscal 2023 and beyond. The Company could be exposed to a variety of negative consequences as a result of delays related to the award of domestic and international contracts; failure to secure the renewal of key customer contracts; delays in customer programs; delays in revenue recognition related to the timing of customer acceptance; changes in domestic and foreign government spending and budgetary, procurement and trade policies adverse to the Company's businesses; the impact of the Russia-Ukraine conflict, including the potential for broad economic disruption; global economic uncertainty; impact on the Company's business related to or resulting from the COVID-19 pandemic such as material delays and cancellations of orders or deliveries thereon, supply chain disruptions, plant closures, or other adverse impacts on the Company's ability to execute business plans; unfavorable currency exchange rate fluctuations; effect of changes in tax legislation; market acceptance of the Company's new and existing technologies, products, and services; the Company's ability to win new business and convert orders received to sales within the current fiscal year; enforcement actions in respect of any noncompliance with laws and regulations, including export control and environmental regulations and the matters that are the subject of some or all of the Company's investigations and compliance reviews; contract and regulatory compliance matters, and actions which, if brought, could result in judgments, settlements, fines, injunctions, debarment, or penalties; and other risks and uncertainties, including, but not limited to, those detailed herein and from time to time in the Company's Securities and Exchange Commission filings, which could have a material and adverse impact on the Company's business, financial condition, and results of operations. Many of the referenced risks could be amplified by the magnitude and duration of the COVID-19 pandemic. For additional information on these and other factors that could cause the Company's future results to differ materially from those in any forward-looking statements, see the section titled "Risk Factors" in the Company's most recently filed Annual Report on Form 10-K and other risks described therein and in documents subsequently filed by the Company from time to time with the Securities and Exchange Commission. Undue reliance should not be placed on forward-looking statements, which are based on currently available information and speak only as of the date on which they are made. The Company assumes no obligation to update any forward-looking statement made in this press release that becomes untrue because of subsequent events, new information, or otherwise, except to the extent it is required to do so under federal securities laws.

OSI SYSTEMS, INC. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

		Three Mor Jun	nths En e 30,	ided		Fiscal Ye Jun	ar End e 30,	led
		2021		2022		2021		2022
Net revenues:		_						_
Products	\$	264,571	\$	262,813	\$	872,809	\$	897,259
Services		67,627		74,008		274,093		285,977
Total net revenues		332,198		336,821	•	1,146,902		1,183,236
Cost of goods sold:								
Products		177,243		176,713		586,935		608,990
Services		36,888		37,642		140,049		149,819
Total cost of goods sold		214,131		214,355		726,984		758,809
Gross profit	-	118,067		122,466		419,918		424,427
Operating expenses:								
Selling, general and administrative		68,123		65,538		240,747		235,553
Research and development		13,898		14,639		53,696		59,583
Impairment, restructuring and other charges, net		2,192		2,732		10,104		7,542
Total operating expenses		84,213		82,909		304,547		302,678
Income from operations	-	33,854		39,557		115,371		121,749
Interest and other expense, net		(4,142)		(2,428)		(16,731)		(8,962)
Other income								27,373
Income before income taxes	-	29,712		37,129		98,640		140,160
Provision for income taxes		(3,818)		(3,366)		(24,591)		(24,813)
Net income	\$	25,894	\$	33,763	\$	74,049	\$	115,347
Diluted earnings per share	\$	1.40	\$	1.94	\$	4.03	\$	6.45
Weighted average shares outstanding – diluted	<u> </u>	18,471		17,383		18,388		17,870

UNAUDITED SEGMENT INFORMATION

(in thousands)

	Three Mo Jui	onths Er ne 30,	nded	Fiscal Ye June	ed
	2021		2022	2021	2022
Revenues – by Segment:					
Security division	\$ 201,920	\$	209,081	\$ 633,340	\$ 663,160
Healthcare division	51,894		50,467	212,315	205,658
Optoelectronics and Manufacturing division, including					
intersegment revenues	92,174		90,742	349,887	366,659
Intersegment eliminations	(13,790)		(13,469)	(48,640)	(52,241)
Total	\$ 332,198	\$	336,821	\$ 1,146,902	\$ 1,183,236
Operating income (loss) – by Segment:					
Security division	\$ 32,864	\$	38,461	\$ 85,515	\$ 98,784
Healthcare division	5,923		4,266	31,563	24,696
Optoelectronics and Manufacturing division	8,827		10,688	38,465	45,030
Corporate	(13,874)		(14,095)	(39,769)	(46,950)
Intersegment eliminations	114		237	(403)	189
Total	\$ 33,854	\$	39,557	\$ 115,371	\$ 121,749

OSI SYSTEMS, INC. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

	June	e 30, 2021	June 30, 2022		
Assets					
Cash and cash equivalents	\$	80,613	\$	64,202	
Accounts receivable, net		290,653		307,973	
Inventories		294,208		333,907	
Other current assets		43,930		40,062	
Total current assets		709,404		746,144	
Property and equipment, net		118,004		109,684	
Goodwill		320,304		336,357	
Intangible assets, net		127,608		138,370	
Other non-current assets		109,047		112,595	
Total Assets	\$	1,384,367	\$	1,443,150	
Liabilities and Stockholders' Equity					
Bank lines of credit	\$		\$	60,000	
Current portion of long-term debt		846		244,575	
Accounts payable and accrued expenses		210,077		194,266	
Other current liabilities		133,844		115,113	
Total current liabilities		344,767	,	613,954	
Long-term debt		276,421		48,668	
Other long-term liabilities		123,359		142,104	
Total liabilities		744,547	,	804,726	
Total stockholders' equity		639,820		638,424	
Total Liabilities and Stockholders' Equity	\$	1,384,367	\$	1,443,150	

RECONCILIATION OF GAAP TO NON-GAAP NET INCOME AND EARNINGS PER SHARE

(in thousands, except earnings per share data)

Three Months Ended June 30,

Fiscal Year Ended June 30,

	203	21	202	2	202	1	2022			
	Net income	EPS								
GAAP basis	\$ 25,894	\$ 1.40	\$ 33,763	\$ 1.94	\$ 74,049	\$ 4.03	\$ 115,347	\$ 6.45		
Impairment, restructuring and other charges	2,192	0.12	2,732	0.16	10,104	0.55	7,542	0.42		
Amortization of acquired intangible assets	4,525	0.25	3,700	0.21	15,644	0.85	13,417	0.75		
Non-cash interest expense	2,249	0.12	217	0.01	8,968	0.48	530	0.03		
Gain on sale of property							(27,368)	(1.53)		
Tax effect of above adjustments	(2,346)	(0.13)	(1,485)	(0.08)	(9,240)	(0.50)	1,333	0.08		
Discrete tax items	(3,983)	(0.22)	(4,942)	(0.28)	(1,664)	(0.09)	(6,965)	(0.39)		
Non-GAAP basis	\$ 28,531	\$ 1.54	\$ 33,985	\$ 1.96	\$ 97,861	\$ 5.32	\$ 103,836	\$ 5.81		

RECONCILIATION OF GAAP TO NON-GAAP OPERATING INCOME (LOSS) AND OPERATING MARGIN BY SEGMENT

(in thousands, except percentages)

Three Months Ended June 30, 2021

	Security Division		Healthcar	Healthcare Division		nics and g Division	Corporate/ Elimination	T	otal
		% of Sales		% of Sales		% of Sales			% of Sales
GAAP basis – operating income (loss)	\$ 32,864	16.3%	\$ 5,923	11.4%	\$ 8,827	9.6%	\$(13,760)	\$33,854	10.2%
Impairment, restructuring and other charges, net	374	0.2%	-	-	169	0.2%	1,649	2,192	0.7%
Amortization of acquired intangible assets	3,151	1.5%	201	0.4%	1,173	1.2%	-	4,525	1.3%
Non-GAAP basis— operating income (loss)	\$ 36,389	18.0%	\$ 6,124	11.8%	\$ 10,169	11.0%	\$(12,111)	\$40,571	12.2%

Three Months Ended June 30, 2022

	Security I	Security Division		Healthcare Division		Optoelectronics and Manufacturing Division		Te	otal
		% of Sales		% of Sales		% of Sales			% of Sales
GAAP basis – operating income (loss)	\$ 38,461	18.4%	\$ 4,266	8.5%	\$ 10,688	11.8%	\$(13,858)	\$39,557	11.7%
Impairment, restructuring and other charges, net	14	0.0%	-	-	100	0.2%	2,618	2,732	0.8%
Amortization of acquired intangible assets	2,793	1.3%	201	0.4%	706	0.7%	-	3,700	1.2%
Non-GAAP basis—operating income (loss)	\$ 41,268	19.7%	\$ 4,467	8.9%	\$ 11,494	12.7%	\$(11,240)	\$45,989	13.7%

RECONCILIATION OF GAAP TO NON-GAAP OPERATING INCOME (LOSS) AND OPERATING MARGIN BY SEGMENT

(in thousands, except percentages)

Fiscal Year Ended June 30, 2021

						Optoelec				
				Health	care	and Manufac		Corporate/		
	,	Security Di	vision	Divis	ion	Divis	ion	Elimination	Tota	l
			% of Sales		% of Sales		% of Sales			% of Sales
GAAP basis – operating income (loss)	\$	85,515	13.5%	\$ 31,563	14.9%	\$ 38,465	11.0%	\$ (40,172)	\$ 115,371	10.1%
Impairment, restructuring and other charges, net		9,297	1.5%	27	0.0%	315	0.1%	465	10,104	0.9%
Amortization of acquired intangible assets		11,360	1.8%	806	0.4%	3,478	1.0%		15,644	1.3%
Non-GAAP basis—operating income (loss)	\$	106,172	16.8%	\$ 32,396	15.3%	\$ 42,258	12.1%	\$ (39,707)	\$ 141,119	12.3%
]	Fiscal Year	Ended Ju	ne 30, 2022		Optoelec and				
		Security Division		Healthcare Division		Manufac Divis	0	Corporate/ Elimination	Tota	1
			% of Sales		% of Sales		% of Sales			% of Sales
GAAP basis – operating income (loss)	\$	98,784	14.9%	\$ 24,696	12.0%	\$ 45,030	12.3%	\$ (46,761)	\$ 121,749	10.3%
F										
Impairment, restructuring and other charges, net		1,275	0.2%	-	-	100	0.0%	6,167	7,542	0.7%
		1,275 9,778	0.2% 1.5%	806	- 0.4%	100 2,833	0.0%	6,167	7,542 13,417	0.7% 1.1%

Contacts

OSI Systems, Inc.

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