
**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): September 14, 2018

Conformis, Inc.

(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37474
(Commission
File Number)

56-2463152
(IRS Employer
Identification No.)

**600 Technology Park Drive
Billerica, MA 01821**
(Address of Principal Executive Offices) (Zip Code)

Company's telephone number, including area code: **(781) 345-9001**

(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))
- 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

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 1.01 Entry into a Material Definitive Agreement.

On September 14, 2018, Conformis, Inc. (“Conformis”) entered into a Settlement and License Agreement (the “Settlement and License Agreement”) with Smith & Nephew, Inc. (“Smith & Nephew”), pursuant to which the parties have agreed to terms for resolving all of their existing patent disputes.

Pursuant to the Settlement and License Agreement, Conformis and Smith & Nephew have agreed to terms for dismissal by them of all outstanding litigation and have agreed not to commence litigation in the future with respect to their existing product lines. Smith & Nephew has also agreed to cease their opposition to certain Conformis patents currently in inter partes review proceedings before the United States Patent Office. Additionally, Conformis and Smith & Nephew have cross-licensed their respective technology.

Conformis has granted to Smith & Nephew (i) a fully paid-up, non-exclusive, worldwide license to certain patents for the exploitation of patient-specific instrumentation for use with off-the-shelf knee implants, (ii) a royalty-bearing, non-exclusive, worldwide license to certain patents in the event Smith & Nephew commercializes patient-specific instrumentation for use with off-the-shelf implants other than knee implants, and (iii) a fully paid-up, non-exclusive, worldwide license to certain other patents for exploitation of off-the-shelf implants. Smith & Nephew has granted to Conformis a fully paid-up, non-exclusive, worldwide license to certain patents for the exploitation of patient-specific implants.

Smith & Nephew is required to pay Conformis \$10.5 million within 27 days for Smith & Nephew’s sales of patient-specific instruments for use with off-the-shelf knee implants and a future royalty in the event that Smith & Nephew commercializes patient-specific instruments for use with off-the-shelf implants, other than knee implants. No payment is due from Conformis to Smith & Nephew.

Item 8.01 Other Events.

On September 17, 2018, Conformis issued a press release announcing the settlement with Smith & Nephew and entry into the Settlement and License Agreement. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 8.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1*</u>	<u>Press Release of Conformis, Inc., dated September 17, 2018</u>

*Furnished herewith

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.

CONFORMIS, INC.

Date: September 17, 2018

By: /s/Paul Weiner

Paul Weiner

Chief Financial Officer

Conformis Announces Settlement of Patent Dispute with Smith & Nephew

Conformis to Receive \$10.5 Million for Non-Exclusive License to Patient-Specific Instrument Patents for use with off-the-shelf knee implants

BILLERICA, Mass., September 17, 2018 (GLOBE NEWSWIRE) -- Conformis, Inc. (NASDAQ:CFMS), a medical technology company that uses its proprietary iFit Image-to-Implant technology platform to develop, manufacture and sell joint replacement implants that fit each patient's unique anatomy, announced today that it has entered into a settlement and license agreement with Smith & Nephew that resolves all patent disputes between Conformis and Smith & Nephew.

Pursuant to the agreement, Smith & Nephew is required to pay \$10.5M to Conformis, and the parties have entered into a limited patent cross-license.

"We are very pleased to announce the complete settlement of the various patent proceedings we have with Smith & Nephew. Through this settlement, we have once again monetized our patient-specific instrument patents and steadfastly protected our core business of patient-specific implants." stated Mark Augusti, Conformis' President and Chief Executive Officer.

About Conformis, Inc.

Conformis is a medical technology company that uses its proprietary iFit Image-to-Implant technology platform to develop, manufacture and sell joint replacement implants that are designed and manufactured to fit and conform to each patient's unique anatomy. Conformis offers a broad line of patient conforming total and partial knee systems and a hip system that include sterilized single-use instruments delivered in a single package to the hospital. Conformis owns or exclusively in-licenses issued patents and pending patent applications that cover patient-specific implants and instrumentation for all major joints. In clinical studies, Conformis iTotal CR demonstrated superior clinical outcomes, including better function and greater patient satisfaction, compared to traditional, off-the-shelf implants.

For more information, visit www.conformis.com. To receive future releases in e-mail alerts, sign up at <http://ir.conformis.com/>.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this press release about our future expectations, plans and prospects, including statements about the collection of royalty payments and settlement of patent disputes, as well as other statements containing the words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "project," "should," "target," "will," or "would" and similar expressions, constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. You should not place undue reliance on our forward-looking statements. Actual results could differ materially from the expectations disclosed in the forward-looking statements we make as a result of a variety of risks and uncertainties, including risks and uncertainties described in the "Risk Factors" sections of our public filings with

the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent our views as of the date hereof. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date hereof.

CONTACT:

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