

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): August 7, 2025

Anteris Technologies Global Corp.
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-42437 (Commission File Number)	99-1407174 (I.R.S. Employer Identification No.)
Toowong Tower, Level 3, Suite 302 9 Sherwood Road Toowong, QLD Australia (Address of Principal Executive Offices)		4066 (Zip Code)
Registrant's telephone number, including area code: +61 7 3152 3200		
Not Applicable (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:

- ☐ 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, par value \$0.0001 per share	AVR	The Nasdaq Global Market

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. ☐

Item 8.01. Other Events.

On August 7, 2025, Anteris Technologies Global Corp. (the “Company”) lodged an announcement with the Australian Securities Exchange (“ASX”) regarding the Company’s receipt from the ASX of a waiver from ASX Listing Rule 7.1 (the “ASX Waiver”) on an ongoing basis. The ASX Waiver permits the Company to issue securities without stockholder approval under ASX Listing Rule 7.1, which generally restricts ASX-listed entities from issuing securities in excess of 15% of their issued share capital without stockholder approval over a 12-month period unless an exception applies. The Company will remain subject to the restrictions under the listing rules of The Nasdaq Stock Market (the “Nasdaq Listing Rules”) with respect to the issuance of new securities.

The ASX Waiver is subject to the following terms and conditions:

- the Company remains subject to, and complies with, the Nasdaq Listing Rules and relevant United States federal and state securities laws for Delaware corporations with respect to the issuance of new securities;
- the grant of the ASX Waiver to the Company must be approved by a special resolution of the Company’s stockholders, which requires the affirmative vote of 75% of the votes cast;
- the ASX Waiver will remain in force for a period of three years commencing on the date of the stockholder approval of the ASX Waiver;
- the Company must include a statement in or with its full year financial statements that are provided to the ASX that summarizes the ASX Waiver and confirms that the Company remains subject to, and continues to comply with, the requirements of the Nasdaq Listing Rules and relevant United States federal and state securities laws for Delaware corporations with respect to the issuance of new securities. Prior to publishing this statement, the Company must confirm with ASX that there has been no change to ASX’s policy settings in relation to security holder approval requirements; and
- the Company must immediately advise the ASX if the Company becomes aware of any change to the application of the Nasdaq Listing Rules or relevant United States federal and state securities laws for Delaware corporations with respect to the issuances of new securities, or that the Company is no longer in compliance with the requirements of the Nasdaq Listing Rules or the relevant United States federal and state securities laws for Delaware corporations with respect to the issuances of new securities.

Without limiting ASX’s right to vary or revoke its decision pursuant to ASX Listing Rule 18.3, ASX reserves the right to revoke the ASX Waiver if:

- the Company fails to comply with any of the conditions set forth above;
- there are changes to the Nasdaq Listing Rules concerning the issuance of new securities; or
- there are changes to ASX’s policy settings in relation to security holder approval requirements arising from the current review of those settings or any subsequent review.

A copy of the ASX announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	ASX Announcement: Waiver from ASX Listing Rule 7.1
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.

Anteris Technologies Global Corp.

Date: August 7, 2025

By:	<u>/s/ Wayne Paterson</u>
Name:	Wayne Paterson
Title:	Chief Executive Officer, Vice Chairman



Waiver from ASX Listing Rule 7.1

MINNEAPOLIS, United States and BRISBANE, Australia 7 August 2025: Anteris Technologies Global Corp. (Anteris or the Company) (NASDAQ: AVR, ASX: AVR) announces that ASX has granted the Company a waiver from ASX Listing Rule 7.1 on an ongoing basis to permit the Company to issue new securities without obtaining security holder approval under ASX Listing Rule 7.1 (ASX Waiver).

ASX Listing Rule 7.1 restricts listed entities from issuing securities in excess of 15% of their issued share capital without security holder approval over a 12-month period unless an exception applies.

The Company sought the ASX Waiver to provide the Company with additional flexibility when evaluating financing options and capital raising transactions, consistent with United States public companies that are not subject to the ASX Listing Rules and are generally able to offer and sell their securities without restrictions comparable to the 15% limitation applicable under ASX Listing Rule 7.1. The Board considers the granting of the ASX Waiver is in the best interests of the Company and its stockholders.

The ASX Waiver is subject to the following terms and conditions:

- the Company remains subject to, and complies with, the listing rules of the Nasdaq Stock Market LLC (**NASDAQ**) and relevant United States federal and state securities laws for Delaware corporations with respect to the issuance of new securities;
- the grant of the ASX Waiver to the Company must be approved by a special resolution of the Company's stockholders;
- the ASX Waiver will remain in force for a period of three years from the date of stockholder approval of the ASX Waiver;
- the Company must include a statement in or with its full year financial statements that are provided to the ASX that summarizes the ASX Waiver and confirms that the Company remains subject to, and continues to comply with, the requirements of the NASDAQ listing rules and relevant United States federal and state securities laws for Delaware corporations with respect to the issuance of new securities. Prior to publishing this statement, the Company must confirm with ASX that there has been no change to ASX's policy settings in relation to security holder approval requirements; and
- the Company must immediately advise the ASX if the Company becomes aware of any change to the application of the NASDAQ listing rules or relevant United States federal and state securities laws for Delaware corporations with respect to the issuances of new securities, or that the Company is no longer in compliance with the requirements of the NASDAQ listing rules or the relevant United States federal and state securities laws for Delaware corporations with respect to the issuances of new securities.

Without limiting ASX's right to vary or revoke its decision pursuant to ASX Listing Rule 18.3, ASX reserves the right to revoke the ASX Waiver if:

- the Company fails to comply with any of the conditions set out above;
- there are changes to the NASDAQ listing rules in respect of the issue of new securities; or

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- there are changes to ASX's policy settings in relation to security holder approval requirements arising from the current review of those settings or any subsequent review.

ENDS

About Anteris

Anteris Technologies Global Corp. (NASDAQ: AVR, ASX: AVR) is a global structural heart company committed to designing, developing, and commercializing cutting-edge medical devices to restore healthy heart function. Founded in Australia, with a significant presence in Minneapolis, USA, Anteris is a science-driven company with an experienced team of multidisciplinary professionals delivering restorative solutions to structural heart disease patients.

Anteris' lead product, the DurAVR® Transcatheter Heart Valve (THV), was designed in partnership with the world's leading interventional cardiologists and cardiac surgeons to treat aortic stenosis – a potentially life-threatening condition resulting from the narrowing of the aortic valve. The balloon-expandable DurAVR® THV is the first biomimetic valve, which is shaped to mimic the performance of a healthy human aortic valve and aims to replicate normal aortic blood flow. DurAVR® THV is made using a single piece of molded ADAPT® tissue, Anteris' patented anti-calcification tissue technology. ADAPT® tissue, which is FDA-cleared, has been used clinically for over 10 years and distributed for use in over 55,000 patients worldwide. The DurAVR® THV System is comprised of the DurAVR® valve, the ADAPT® tissue, and the balloon-expandable ComASUR® Delivery System.

Authorisation and Additional information

This announcement was authorised for release on the ASX by the Board of Directors.

For more information:

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