

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q/A

Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____.

Commission file number 001-42011

PACS Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

92-3144268

(I.R.S. Employer
Identification No.)

**262 N. University Ave.
Farmington, Utah 84025**

(Address of Principal Executive Offices and Zip Code)

(801) 447-9829

Registrant's telephone number, including area code

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	PACS	The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of May 10, 2024, there were 152,399,733 shares of the registrant's common stock, par value \$0.001 per share, outstanding.

EXPLANATORY NOTE

PACS Group, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, which was originally filed with the Securities and Exchange Commission on May 13, 2024 (the “Form 10-Q”), to correct an administrative error in the number of shares of common stock outstanding as of May 10, 2024 shown on the cover of the Form 10-Q. The correct number of shares of common stock outstanding as of May 10, 2024 was 152,399,733. No other changes have been made to the Form 10-Q.

This Amendment speaks as of the original filing date of the Form 10-Q, and does not reflect events that may have occurred after the filing of the Form 10-Q or modify or update the disclosures made in the Form 10-Q.

Part II—Other Information

Item 6. Exhibits

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Date	
3.1	Amended and Restated Certificate of Incorporation of PACS Group, Inc.	8-K	001-42011	3.1	4/15/2024	
3.2	Amended and Restated Bylaws of PACS Group, Inc.	8-K	001-42011	3.2	4/15/2024	
4.1	Form of Certificate of Common Stock	S-1/A	333-277893	4.1	4/8/2024	
10.1	Form of Indemnification Agreement between PACS Group, Inc. and its directors and officers	S-1	333-277893	10.2	3/13/2024	
10.2	Registration Rights Agreement by and between PACS Group, Inc. and certain securityholders of PACS Group, Inc., dated as of April 10, 2024	8-K	001-42011	10.1	4/15/2024	
10.3	Stockholders Agreement by and between PACS Group, Inc. and certain securityholders of PACS Group, Inc., dated as of April 10, 2024	8-K	001-42011	10.2	4/15/2024	
10.4#	PACS Group, Inc. Non-Employee Director Compensation Program	S-1/A	333-277893	10.3	4/1/2024	
10.5#	PACS Group, Inc. 2024 Incentive Award Plan	S-8	333-277893	99.1	4/11/2024	
10.6#	Form of Stock Option Agreement under PACS Group, Inc. 2024 Incentive Award Plan	S-8	333-277893	99.2	4/11/2024	
10.7#	Form of Restricted Stock Unit Agreement under PACS Group, Inc. 2024 Incentive Award Plan	S-8	333-277893	99.3	4/11/2024	
10.8#	Form of Restricted Stock Unit Award Agreement (Executive IPO Awards) under PACS Group, Inc. 2024 Incentive Award Plan	S-8	333-277893	99.4	4/11/2024	
10.9#	PACS Group, Inc. 2024 Employee Stock Purchase Plan	S-8	333-277893	99.5	4/11/2024	
10.10#	Providence Administrative Consulting Services, Inc. Nonqualified Deferred Compensation Plan	10-Q	001-42011	10.10	5/13/2024	
10.11#	PACS Group, Inc. Executive Severance Plan	10-Q	001-42011	10.11	5/13/2024	
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer					*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer					*
32.1	Section 1350 Certification of Chief Executive Officer	Q	10-Q	001-42011	32.1	5/13/2024
32.2	Section 1350 Certification of Chief Financial Officer		10-Q	001-42011	32.2	5/13/2024
101.INS	Inline XBRL Instance Document					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					*

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
104 Cover Page Interactive Data File (embedded within the Inline XBRL
document)

*
*

* Filed herewith.

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PACS GROUP, INC.

Date: May 21, 2024

By: /s/ Jason Murray
Jason Murray
Director, Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: May 21, 2024

By: /s/ Derick Apt
Derick Apt
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

I, Jason Murray, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of PACS Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 21, 2024

By: /s/ Jason Murray

Jason Murray
Director, Co-Founder, Chairman and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Derick Apt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of PACS Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 21, 2024

By: /s/ Derick Apt

Derick Apt
Chief Financial Officer
(Principal Financial Officer)