
**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): May 12, 2023

AirSculpt Technologies, Inc.

(Exact name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-40973
(Commission
File Number)**

**87-1471855
(IRS Employer
Identification No.)**

**1111 Lincoln Road, Suite 802
Miami Beach, Florida
(Address of Principal Executive Offices)**

**33139
(Zip Code)**

(786) 709-9690

(Registrant's Telephone Number, Including Area Code)

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 (see General Instructions 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))

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

| Title of Each Class: | Trading Symbol(s): | Name of Exchange on Which Registered: |
|---|-----------------------|--|
| Common Stock, \$0.001 par value per share | AIRS | 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 2.02 Results of Operations and Financial Condition.

On May 12, 2023, AirSculpt Technologies, Inc. (the “Company”) issued a press release announcing results for the three months ended March 31, 2023 and reaffirming annual guidance. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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.

The Company makes reference to non-GAAP financial measures in the attached press release and a reconciliation of such non-GAAP financial measures to the most directly comparable GAAP financial measures is provided therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 [Press release dated May 12, 2023.](#)

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.

Dated: May 12, 2023

AirSculpt Technologies, Inc.

By: /s/ Dennis Dean
Name: Dennis Dean
Title: Chief Financial Officer

[Signature Page to the Form 8-K]

AirSculpt Technologies Announces First Quarter 2023 Results, Reaffirms 2023 Guidance and Announces London Opening

MIAMI BEACH, Fla., May 12, 2023 (GLOBE NEWSWIRE) – AirSculpt Technologies, Inc. (NASDAQ:AIRS)(“AirSculpt” or the “Company”), a national provider of premium body contouring procedures, today announced results for the first quarter ended March 31, 2023.

- Cases increased 15.3% over the prior year period to 3,640
- Revenue increased 15.9% over the prior year to \$45.8 million
- Diluted loss per share for the quarter of \$(0.00)
- Diluted adjusted net income per share for the quarter of \$0.10
- Cash flow from operating activities of \$6.2 million
- Net loss of \$(14) thousand for the quarter compared to \$(693) thousand in the prior year period
- Adjusted EBITDA increased 9.5% over prior year period to \$10.7 million

“We are pleased with a strong first quarter for AirSculpt as demonstrated by 15% case growth over the prior year quarter,” said Dr. Aaron Rollins, Executive Chairman of the Board of AirSculpt Technologies. “We have made great progress on our new center openings. Orange County started performing cases this past month and we are excited to announce we have received approval to open our flagship center in London. We also expect to begin performing cases this month in Austin. I am excited about the outlook for the business and the momentum we are carrying into the remainder of the year.”

Todd Magazine, Chief Executive Officer of AirSculpt Technologies, stated, “I am pleased with the sustained momentum in our revenue growth and the demonstrated progress we are making on our cost management initiatives. I am confident that we are well-positioned for profitable and sustainable long-term growth which will allow us to expand our brand and deliver value to our shareholders.”

First Quarter 2023 Results

Case volume was 3,640 for the first quarter of 2023, representing growth of 15.3% over the prior year period case volume of 3,156. Revenue for the first quarter of 2023 increased by 15.9% to \$45.8 million from \$39.5 million in the prior year period. Net loss for the quarter was \$(14.0) thousand. The Company’s adjusted EBITDA for the quarter was \$10.7 million compared to \$9.8 million for the prior year period.

2023 Outlook

The Company continues to project full year 2023 revenue and adjusted EBITDA guidance as follows:

- Revenues in a range of \$187 to \$192 million
- Adjusted EBITDA in a range of \$48 to \$50 million

The Company expects to open a total of five new centers, three in the first half of the year and two in the second half of the year. For additional information on forward-looking statements, see the section titled “Forward-Looking Statements” below.

Liquidity

As of March 31, 2023, the Company had \$11.3 million in cash and cash equivalents and \$5.0 million of borrowing capacity under its revolving credit facility. The Company generated \$6.2 million in operating cash flow for the three months ended March 31, 2023, compared to \$7.1 million for the same period of 2022.

Conference Call Information

AirSculpt will hold a conference call today, May 12, 2023 at 8:30 am (Eastern Time). The conference call can be accessed by dialing 1-877-407-9716 (toll-free domestic) or 1-201-493-6779 (international) using the conference ID 13738277 or by visiting the link below to request a return call for instant telephone access to the event.

<https://callme.viavid.com/viavid/?callme=true&passcode=13725116&h=true&info=company&r=true&B=6>

The live webcast may be accessed via the investor relations section of the AirSculpt Technologies website at <https://investors.elitebodysculpture.com>. A replay of the webcast will be available for approximately 90 days following the call.

To learn more about AirSculpt Technologies, please visit the Company's website at <https://investors.elitebodysculpture.com>. AirSculpt Technologies uses its website as a channel of distribution for material Company information. Financial and other material information regarding AirSculpt Technologies is routinely posted on the Company's website and is readily accessible.

About AirSculpt

AirSculpt is an experienced, fast-growing national provider of body contouring procedures delivering a premium consumer experience under its brand, Elite Body Sculpture. At Elite Body Sculpture, we provide custom body contouring using our proprietary AirSculpt® method that removes unwanted fat in a minimally invasive procedure, producing dramatic results. It is our mission to generate the best results for our patients.

Forward-Looking Statements

This press release contains forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue,” the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties, and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies, and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance, or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed in the section titled “Risk Factors” in our Annual Report on Form 10-K.

Our future results could be affected by a variety of other factors, including, but not limited to, failure to open and operate new centers in a timely and cost-effective manner; inability to open new centers due to rising interest rates and increased operating expenses due to rising inflation; shortages or quality control issues with third-party manufacturers or suppliers; competition for surgeons; litigation or medical malpractice claims; inability to protect the confidentiality of our proprietary information; changes in the laws governing the corporate practice of medicine or fee-splitting; changes in the regulatory, economic and other conditions of the states and jurisdictions where our facilities are located; and business disruption or other losses from war, pandemic, terrorist acts or political unrest.

The risk factors discussed in “Risk Factors” in our Annual Report on Form 10-K could cause our results to differ materially from those expressed in the forward-looking statements made in this press release.

There also may be other risks that are currently unknown to us or that we are unable to predict at this time.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance, or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Forward-looking statements speak only as of the date they were made, and we are under no duty to update any of these forward-looking statements after the date of this press release to conform our prior statements to actual results or revised expectations.

Use of Non-GAAP Financial Measures

The Company reports financial results in accordance with generally accepted accounting principles in the United States (“GAAP”), however, the Company believes the evaluation of ongoing operating results may be enhanced by a presentation of Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income and Adjusted Net Income per Share, which are non-GAAP financial measures. Although the Company provides guidance for adjusted EBITDA, it is not able to provide guidance for net income, the most directly comparable GAAP measure. Certain elements of the composition of net income, including equity-based compensation, are not predictable, making it impractical for us to provide guidance on net income or to reconcile our adjusted EBITDA guidance to net income without unreasonable efforts. For the same reasons, the Company is unable to address the probable significance of the unavailable information regarding net income, which could be material to future results.

These non-GAAP financial measures are not intended to replace financial performance measures determined in accordance with GAAP. Rather, they are presented as supplemental measures of the Company's performance that management believes may enhance the evaluation of the Company's ongoing operating results. These non-GAAP financial measures are not presented in accordance with GAAP, and the Company's computation of these non-GAAP financial measures may vary from similar measures used by other companies. These measures have limitations as an analytical tool and should not be considered in isolation or as a substitute or alternative to revenue, net income, operating income, cash flows from operating activities, total indebtedness or any other measures of operating performance, liquidity or indebtedness derived in accordance with GAAP.

AirSculpt Technologies, Inc. and Subsidiaries
Selected Consolidated Financial Data
(Dollars in thousands)

| | Three Months Ended March 31, | |
|---------------------------------------|---|-------------|
| | 2023 | 2022 |
| Revenue | \$ 45,813 | \$ 39,544 |
| Operating expenses: | | |
| Cost of service | 18,017 | 14,662 |
| Selling, general and administrative | 23,882 | 24,167 |
| Depreciation and amortization | 2,336 | 1,886 |
| Gain on disposal of long-lived assets | (184) | — |
| Total operating expenses | 44,051 | 40,715 |
| Income/(loss) from operations | 1,762 | (1,171) |
| Interest expense, net | 1,735 | 1,492 |
| Pre-tax net income/(loss) | 27 | (2,663) |
| Income tax expense/(benefit) | 41 | (1,970) |
| Net loss | \$ (14) | \$ (693) |
| Loss per share of common stock | | |
| Basic | \$ (0.00) | \$ (0.01) |
| Diluted | \$ (0.00) | \$ (0.01) |
| Weighted average shares outstanding | | |
| Basic | 56,443,370 | 55,640,154 |
| Diluted | 56,443,370 | 55,640,154 |

AirSculpt Technologies, Inc. and Subsidiaries
Selected Financial and Operating Data
(Dollars in thousands, except per case amounts)

| | March 31, 2023 | December 31, 2022 |
|--|---------------------------|--------------------------|
| Balance Sheet Data (at period end): | | |
| Cash and cash equivalents | \$ 11,283 | \$ 9,616 |
| Total current assets | 17,887 | 16,676 |
| Total assets | \$ 209,521 | \$ 200,759 |
| Current portion of long-term debt | \$ 2,125 | \$ 2,125 |
| Deferred revenue and patient deposits | 3,891 | 2,358 |
| Total current liabilities | 21,515 | 22,318 |
| Long-term debt, net | 81,148 | 81,420 |
| Total liabilities | \$ 134,293 | \$ 129,993 |
| Total stockholders' equity | \$ 75,228 | \$ 70,766 |

| | Three Months Ended March 31, | |
|---------------------------------|---|-------------|
| | 2023 | 2022 |
| Cash Flow Data: | | |
| Net cash provided by (used in): | | |
| Operating activities | \$ 6,219 | \$ 7,080 |
| Investing activities | (3,815) | (4,274) |
| Financing activities | (737) | (924) |

| | Three Months Ended March 31, | |
|---------------------------------------|---|-------------|
| | 2023 | 2022 |
| Other Data: | | |
| Number of facilities | 23 | 19 |
| Number of total procedure rooms | 49 | 36 |
| Cases | 3,640 | 3,156 |
| Revenue per case | \$ 12,586 | \$ 12,530 |
| Adjusted EBITDA ⁽¹⁾ | \$ 10,721 | \$ 9,788 |
| Adjusted EBITDA margin ⁽²⁾ | 23.4% | 24.8% |

⁽¹⁾ A reconciliation of this non-GAAP financial measure appears below.

⁽²⁾ Defined as Adjusted EBITDA as a percentage of revenue.

AirSculpt Technologies, Inc. and Subsidiaries
Supplemental Information
(Dollars in thousands, except per case amounts)

| | Three Months Ended March 31, | |
|--|---|-------------|
| | 2023 | 2022 |
| Same-center Information ⁽¹⁾: | | |
| Cases | 3,155 | 3,127 |
| Case growth | 0.9% | N/A |
| Revenue per case | \$ 12,676 | \$ 12,510 |
| Revenue per case growth | 1.3% | N/A |
| Number of facilities | 18 | 18 |
| Number of total procedure rooms | 38 | 35 |

⁽¹⁾ For the three months ended March 31, 2023 and 2022, we define same-center case and revenue growth as the growth in each of our cases and revenue at facilities that have been owned and operated since January 1, 2022. We define same-center facilities and procedure rooms as facilities and procedure rooms that have been owned or operated since January 1, 2022.

AirSculpt Technologies, Inc. and Subsidiaries
Reconciliation of Non-GAAP Financial Measures
(Dollars in thousands)

We report our financial results in accordance with GAAP, however, management believes the evaluation of our ongoing operating results may be enhanced by a presentation of Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income and Adjusted Net Income per Share, which are non-GAAP financial measures.

We define Adjusted EBITDA as net income/(loss) excluding depreciation and amortization, net interest expense, income tax expense/(benefit), pre-opening de novo and relocation costs, restructuring and related severance costs, IPO related costs, (gain)/loss on disposal of long-lived assets, and equity-based compensation.

We define Adjusted Net Income as net income/(loss) excluding pre-opening de novo and relocation costs, restructuring and related severance costs, IPO related costs, (gain)/loss on disposal of long-lived assets, and equity-based compensation.

We include Adjusted EBITDA and Adjusted Net Income because they are important measures on which our management assesses and believes investors should assess our operating performance. We consider Adjusted EBITDA and Adjusted Net Income to be an important measure because they help illustrate underlying trends in our business and our historical operating performance on a more consistent basis. Adjusted EBITDA has limitations as an analytical tool including: (i) Adjusted EBITDA does not include results from equity-based compensation and (ii) Adjusted EBITDA does not reflect interest expense on our debt or the cash requirements necessary to service interest or principal payments. Adjusted Net Income has limitations as an analytical tool because it does not include results from equity-based compensation.

We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of revenue. We define Adjusted Net Income per Share as Adjusted Net Income divided by weighted average basic and diluted shares. We included Adjusted EBITDA Margin and Adjusted Net Income per Share because they are important measures on which our management assesses and believes investors should assess our operating performance. We consider Adjusted EBITDA Margin and Adjusted Net Income per Share to be important measures because they help illustrate underlying trends in our business and our historical operating performance on a more consistent basis.

The following table reconciles Adjusted EBITDA and Adjusted EBITDA Margin to net (loss)/income, the most directly comparable GAAP financial measure:

| | Three Months Ended | |
|---|---------------------------|-----------------|
| | March 31, | |
| | 2023 | 2022 |
| Net loss | \$ (14) | \$ (693) |
| <i>Plus</i> | | |
| Equity-based compensation | 4,388 | 7,316 |
| IPO related costs | — | 731 |
| Pre-opening de novo and relocation costs | 1,265 | 847 |
| Restructuring and related severance costs | 1,154 | 179 |
| Depreciation and amortization | 2,336 | 1,886 |
| Gain on disposal of long-lived assets | (184) | — |
| Interest expense, net | 1,735 | 1,492 |
| Income tax expense/(benefit) | 41 | (1,970) |
| Adjusted EBITDA | \$ 10,721 | \$ 9,788 |
| Adjusted EBITDA Margin | 23.4 % | 24.8 % |

AirSculpt Technologies, Inc. and Subsidiaries
Reconciliation of Non-GAAP Financial Measures
(Dollars in thousands)

The following table reconciles Adjusted Net Income and Adjusted Net Income per Share to net loss, the most directly comparable GAAP financial measure:

| | Three Months Ended March 31, | |
|--|---------------------------------|-----------------|
| | 2023 | 2022 |
| Net loss | \$ (14) | \$ (693) |
| <i>Plus</i> | | |
| Equity-based compensation | 4,181 | 7,045 |
| IPO related costs | — | 541 |
| Pre-opening de novo and relocation costs | 936 | 627 |
| Restructuring and related severance costs | 854 | 132 |
| Gain on disposal of long-lived assets | (136) | — |
| Adjusted net income | \$ 5,821 | \$ 7,652 |
| Adjusted net income per share of common stock ⁽¹⁾ | | |
| Basic | \$ 0.10 | \$ 0.14 |
| Diluted | \$ 0.10 | \$ 0.14 |
| Weighted average shares outstanding | | |
| Basic | 56,443,370 | 55,640,154 |
| Diluted | 57,309,392 | 56,244,711 |

(1) Diluted Adjusted Net Income Per Share is computed by dividing adjusted net income by the weighted-average number of shares of common stock outstanding adjusted for the dilutive effect of all potential shares of common stock.

Investor Contact

Steven Halper/Caroline Paul
Managing Directors, LifeSci Advisors
investors@elitebodysculpture.com

Media Contact

Stephanie Evans Greene
Chief Marketing Officer
AirSculpt Technologies, Inc.
sevansgreene@elitebodysculpture.com