



MASSACHUSETTS
HEALTH POLICY COMMISSION

HEALTH POLICY COMMISSION NOTICE OF MATERIAL CHANGE FORM

***THIS NOTICE OF MATERIAL CHANGE FORM IS
FOR USE BEGINNING MAY 19, 2026***

Health Policy Commission
50 Milk Street, 8th Floor
Boston, MA 02109

GENERAL INSTRUCTIONS

The attached form should be used by a Provider or Provider Organization to provide a Notice of Material Change (“Notice”) to the Health Policy Commission (“Commission”), as required under M.G.L. c. 6D, § 13 and 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews. To complete the Notice, it is necessary to read and comply with 958 CMR 7.00, a copy of which may be obtained on the Commission’s website at www.masshpc.gov. Capitalized terms in this Notice are defined in 958 CMR 7.02. Additional guidance is available on the Commission’s website (e.g., Bulletins, FAQs). For further assistance, please contact the Health Policy Commission at HPC-Notice@mass.gov. This form is subject to statutory and regulatory changes and may be amended from time to time.

REQUIREMENT TO FILE

This Notice must be submitted by any Provider or Provider Organization with Net Patient Service Revenue at or above the MCN Filing Threshold in the preceding fiscal year that is proposing a Material Change, as defined in 958 CMR 7.02. Notice must be filed with the Commission not fewer than 60 days before the consummation or closing of the transaction (i.e., the proposed effective date of the proposed Material Change).

SUBMISSION OF NOTICE

One electronic copy of the Notice, in a portable document form (pdf), should be submitted to the following:

Health Policy Commission: HPC-Notice@mass.gov;

Office of the Attorney General: HCD-6D-NOTICE@mass.gov; Center for Health Information and Analysis:
Legal@chiamass.gov

PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW

If the Commission considers the Notice to be incomplete, or if the Commission requires clarification of any information to make its determination, the Commission may, within 30 days of receipt of the Notice, notify the Provider or Provider Organization of the information or clarification necessary to complete the Notice.

The Commission will inform each notifying Provider or Provider Organization of any determination to initiate a Cost and Market Impact Review within 30 days of its receipt of a completed Notice and all required information, or by a later date as may be set by mutual agreement of the Provider or Provider Organization and the Commission.

CONFIDENTIALITY

Information on this Notice form itself shall be a public record and will be posted on the Commission’s website. Pursuant to 958 CMR 7.09, the Commission shall keep confidential all nonpublic information and documents obtained in connection with a Notice of Material Change and shall not disclose the information or documents to any person without the consent of the Provider or Payer that produced the information or documents, except in a Preliminary Report or Final Report of a Cost and Market Impact Review if the Commission believes that such disclosure should be made in the public interest after taking into account any privacy, trade secret or anti-competitive considerations. The confidential information and documents shall not be public records and shall be exempt from disclosure under M.G.L. c. 4, § 7 cl. 26 or M.G.L. c. 66, § 10.

NOTICE OF MATERIAL CHANGE

Date of Notice: _____

1. Name: Headspace, Inc.
2. Federal TAX ID # 46-1777570 MA DPH Facility ID # N/A, no locations are licensed. NPI # N/A

Contact Information

3. Business Address 1: 595 Market Street, 7th Floor
4. Business Address 2: _____
5. City: San Francisco State: CA Zip Code: 94105
6. Business Website: www.Headspace.com
7. Contact First Name: Patrick Contact Last Name: Lytle
8. Title: General Counsel
9. Contact Phone: 925-878-5425 Extension: _____
10. Contact Email: patrick.lytle@headspace.com

Description of Organization

11. Briefly describe your organization.

Headspace, Inc. ("Headspace") is a digital mental health and wellness company and management services organization ("MSO"). Headspace is a wholly-owned subsidiary of OrangeDot Inc. ("OrangeDot"). OrangeDot is a privately held, for-profit company owned by its shareholders, including investors, founders, and employee stockholders. As an MSO, Headspace provides non-clinical management and administrative services to independent medical practices (the "Headspace Affiliated Medical Practices") under the terms and conditions of a Management Services Agreement. All clinical services are delivered by Headspace Affiliated Medical Practices, which retain sole responsibility for the delivery of clinical care and the exercise of independent clinical judgment.

The Headspace Affiliated Medical Practices employ and contract with licensed therapists, psychiatrists, and other behavioral health providers to deliver clinical services to members, including in Massachusetts. Headspace does not employ licensed health care providers or provide clinical services to patients. Clinical services are delivered virtually in Massachusetts by Headspace Medical Group (CA), P.C. Headspace Medical Group (CA), P.C. is not a party to the Transaction.

Headspace operates across two primary business lines:

" Business-to-Business ("B2B"): Headspace contracts with employers and health plans to provide mental health and wellness benefits to their employees and members. B2B members access Headspace's services through employer-sponsored benefit programs.

" Direct-to-Consumer ("D2C"): Headspace offers a direct-to-consumer subscription product providing individuals with access to on-demand mindfulness, meditation, sleep, and wellness content through the Headspace app. Coaching and therapy are also offered to consumers.

The Headspace platform (i.e., clinical services provided by Headspace Affiliated Medical Practices and managed by Headspace) includes the following primary offerings and service lines:

- " On-demand mindfulness, meditation, sleep, and wellness content, including an AI wellness companion;
- " Behavioral health coaching, available through on-demand text-based messaging and scheduled video sessions;
- " Virtual therapy sessions with licensed therapists affiliated with the Headspace Affiliated Medical Practices;
- " Virtual psychiatry sessions with licensed psychiatrists affiliated with the Headspace Affiliated Medical Practices; and
- " Employee assistance program ("EAP") services provided in partnership with third-party EAP providers.

Headspace has no physical locations in Massachusetts. Combined, Headspace and the Headspace Affiliated Medical Practices have 598 total employees, of which 418 are full-time employees.

Type of Material Change

12. Check the box for the type of Material Change proposed, as delineated at 958 CMR 7.03(1). Brief descriptions are included here for convenience. Review the [regulation](#) for full details.

- ☐ a) Corporate Affiliation involving a Provider or Provider Organization and a Carrier
- ☐ b) Merger with or Acquisition of a Hospital or hospital system
- ☐ c) Corporate or Contracting Affiliation or employment of Health Care Professionals resulting in an increase of Net Patient Service Revenue equal to or greater than the Revenue Increase Threshold or in a Provider or Provider Organization having Dominant Market Share
- ☐ d) Clinical Affiliation
- ☐ e) Formation of an organization for contracting or administering contracts with Carriers or Third-Party Administrators
- ☐ f) Significant increase to a Provider or Provider Organization's capacity
- ☒ g) Transaction involving a Significant Equity Investor
- ☐ h) Significant acquisitions, sales, or transfers of a Provider or Provider Organization's assets
- ☐ i) Conversion of a Provider or Provider Organization from a non-profit Entity to a for-profit Entity

13. What is the proposed effective date of the proposed Material Change? September 14, 2026

Material Change Narrative

14. *Briefly* describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

OrangeDot, the parent company of Headspace, proposes to be acquired by Sword Health Technologies, Inc. ("Sword") through a merger with Apollo Merger Sub, with OrangeDot as the surviving entity and becoming a wholly owned subsidiary of Sword (the "Proposed Transaction"). The Proposed Transaction will result in a change in the ultimate ownership and control of Headspace. The Proposed Transaction will combine Headspace's mental health, coaching, and wellness platform with Sword's technology-enabled virtual care platform. Headspace's current service offerings, which include behavioral health coaching, virtual therapy, virtual psychiatry, and on-demand wellness content, will continue without interruption following the closing of the Proposed Transaction. No reductions in the type or level of healthcare services provided to Massachusetts residents are anticipated as a result of the Proposed Transaction.

The aggregate purchase price for the Transaction is a cash payment subject to customary post-signing adjustments, including adjustments for closing cash, indebtedness, transaction expenses, and net working capital. The Merger Agreement provides for an estimated closing adjustment followed by a customary post-closing true-up.

15. *Briefly* describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact on reimbursement rates, care referral patterns, access to needed services, and/or quality of care:

There are no anticipated material changes to reimbursement rates, referral patterns, access to needed services, quality of care, payer mix, service areas, service lines, or service mix as a result of the Proposed Transaction. Beyond the anticipated integration benefits described above, Headspace expects to continue operating its business substantially as it currently exists, preserving its existing virtual service offerings, nationwide geographic reach, and relationships with customers and payers.

Following the Proposed Transaction, there are no plans to reduce or eliminate the clinical services currently available to patients in Massachusetts. Neither Headspace nor the Headspace Affiliated Medical Practices maintain any physical clinical locations in Massachusetts. Headspace expects to preserve its existing virtual behavioral health services and continue supporting access to behavioral health care for patients throughout Massachusetts following the Proposed Transaction. The parties expect the Proposed Transaction to continue facilitating timely access to virtual behavioral health services for patients, including those in rural and under served communities who may otherwise face geographic, transportation, provider-shortage, or scheduling barriers to care.

Integration planning remains ongoing, and the combined company anticipates that there may be reductions in corporate staff where functions are duplicative between the two organizations. Any such workforce reductions are expected to be limited to corporate functions and are not expected to affect patient care, customer or payer relationships, or the availability of clinical services.

Development of the Material Change

16. Describe any other Material Changes you anticipate making the next 12 months:

There are no pending or planned Material Changes anticipated within the 12 months following the date of this Notice.

17. Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed Material Change to any other state or federal agency:

Each party submitted a filing under Hart-Scott-Rodino Antitrust Improvements Act, 15 U.S.C. § 18a on July 9, 2026. Additionally, the parties jointly submitted a Health Care Market Oversight filing to the Oregon Health Authority pursuant to Ore. Rev. Stat. § 415.500 et seq. on July 22, 2026, and a Health Care Entity Transaction Filing to the Minnesota Attorney General pursuant to Minn. Stat. § 145D.01 Subd. 2 on July 22, 2026.

Supplemental Materials

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@mass.gov.

The Health Policy Commission shall keep confidential all nonpublic information, as requested by the parties, in accordance with M.G.L. c. 6D, § 13(c), as amended by 2013 Mass. Acts, c. 38, § 20 (July 12, 2013).

- a. Copies of all current agreement(s) (with accompanying appendices and exhibits) governing the proposed Material Change (e.g., definitive agreements, affiliation agreements);
- b. A current organizational chart of your organization; and
- c. Any analytic support for your responses to Questions 14 and 15 above

This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

Affidavit of Truthfulness and Proper Submission

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

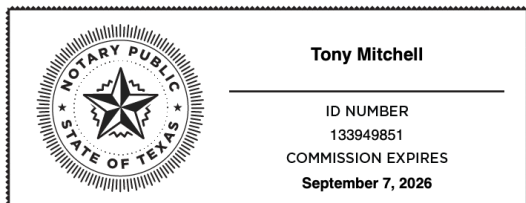
Signed on the 22nd day of July, 2026, under the pains and penalties of perjury.

Signature: Patrick John Lytle

Name: Patrick Lytle

Title: General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Electronically signed and notarized online using the Proof platform.

Tony M
Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)

EXPLANATIONS AND DEFINITIONS

1. Name	Legal business name as reported with Internal Revenue Service. This may be the parent organization or local Provider Organization name.
2. Federal TAX ID #	9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the internal revenue service.
MA DPH Facility ID #	If applicable, Massachusetts Department of Public Health Facility Identification Number.
National Provider Identification Number (NPI)	10-digit National Provider identification number issued by the Centers for Medicare and Medicaid Services (CMS). This element pertains to the organization or entity directly providing service.
3. Business Address 1	Address location/site of applicant
4. Business Address 2	Address location/site of applicant continued often used to capture suite number, etc.
5. City, State, Zip Code	Indicate the City, State, and Zip Code for the Provider Organization as defined by the US Postal Service.
6. Business Website	Business website URL
7. Contact Last Name, First Name	Last name and first name of the primary administrator completing the registration form.
8. Title	Professional title of the administrator completing the registration form.
9. Contact Telephone and Extension	10-digit telephone number and telephone extension (if applicable) for administrator completing the registration form
10. Contact Email	Contact email for administrator
11. Description of Organization	Provide a brief description of the notifying organization's ownership, governance, and operational structure, including but not limited to Provider type (acute Hospital, physician group, skilled nursing facilities, independent practice organization, etc.), number of licensed beds, ownership type (corporation, partnership, limited liability corporation, etc.), service lines and service area(s).
12. Type of Material Change	Indicate the nature of the proposed Material Change according to 958 CMR 7.03(1)
13. Proposed Effective Date of the Proposed Material Change	Indicate the effective date of the proposed Material Change. NOTE: The effective date may not be fewer than 60 days from the date of the filing of the Notice.
14. Description of the Proposed Material Change	Provide a brief narrative describing the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services). Include organizational charts and other supporting materials as necessary to illustrate the proposed change in ownership, governance or operational structure.

15. Impact of the Proposed Material Change	Provide a brief description of any analysis conducted by the notifying organization as to the anticipated impact of the proposed Material Change including, but not limited to, the following factors, as applicable: • Costs • Prices, including prices of the Provider or Provider Organization involved in the proposed Merger, Acquisition, affiliation or other proposed Material Change • Utilization • Health Status Adjusted Total Medical Expenses • Market Share • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix
16. Future Planned Material Changes	Provide a brief description of the nature, scope, and dates of any pending or planned Material Changes within the 12 months following the date of the notice.
17. Submission to Other State or Federal Agencies	Indicate the date and nature of any other applications, forms, notices or other materials provided to other state or federal agencies relative to the proposed Material Change, including but not limited to the Department of Public Health (e.g., Determination of Need Application, Notice of Intent to Acquire, Change in Licensure), Massachusetts Attorney General (e.g., notice pursuant to G.L. c. 180, §8A(c)), U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application) and Federal Trade Commission/Department of Justice (e.g., Notification and Report Form pursuant to 15 U.S.C. sec. 18a).