

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 **June 28, 2025**

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: **001-40362**



Aveanna Healthcare Holdings Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-4717209
(I.R.S. Employer
Identification No.)

400 Interstate North Parkway SE, Atlanta, GA 30339
(Address of principal executive offices) (Zip code)
(770) 441-1580
(Registrant's telephone number, including area code)

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 \$0.01 per share	AVAH	The Nasdaq Stock Market LLC

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 checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" 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 Exchange Act). Yes No

As of August 1, 2025, the registrant had 208,896,373 shares of common stock, \$0.01 par value per share, outstanding.

EXPLANATORY NOTE

Aveanna Healthcare Holdings 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 fiscal quarter ended June 28, 2025, which was originally filed with the Securities and Exchange Commission (the “SEC”) on August 7, 2025 (the “Original Filing”). This Amendment is being filed to revise Part II “Item 5. Other Information” by adding a Rule 10b5-1 trading arrangement terminated by J.H. Whitney VII, L.P., PSA Healthcare Investment Holding LLC, JHW Iliad Holdings LLC, PSA Iliad Holdings LLC and JHW Iliad Holdings II LLC (collectively, the “Whitney Funds”) during the quarter ended June 28, 2025, which was inadvertently omitted from the disclosure included in the Original Filing.

In addition, as required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer, principal financial officer, and principal accounting officer are filed herewith as exhibits to this Amendment, under Item 6 hereof, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is also not including new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), as no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, this Amendment does not, and does not purport to, amend, update or restate the information in Original Filing or reflect any events that have occurred after the Original Filing was made. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time as of which the Original Filing was made. No changes have been made to the financial statements of the Company as contained in the Original Filing. Accordingly, this Amendment should be read together with the Original Filing and the Company’s other filings with the SEC.

Item 5. Other Information

During the quarter ended June 28, 2025, none of the directors or officers of the Company adopted, modified, or terminated any contract, instruction or written plan for the purchase or sale of the Company's securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1 (c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement", as defined in Item 408 of Regulation S-K, except as follows:

On June 11, 2025, the officers of the Company listed in the chart below adopted Rule 10b5-1 trading arrangements intended to provide solely for "eligible sell-to-cover transactions" (as described in Rule 10b5-1(c)(1) under the Exchange Act) to satisfy the applicable tax withholding obligations in connection with the vesting of certain restricted stock unit awards. The number of shares to be sold pursuant to each officer's Rule 10b5-1 trading arrangement is dependent on the applicable tax obligations incurred in connection with the vesting of each officer's restricted stock unit awards and, therefore, is indeterminable at this time, but in no event exceed the aggregate number of shares of our common stock listed below.

Name	Title	Adoption Date	Expiration Date	Aggregate # of securities to be sold ⁽²⁾
Jeff Shaner	Chief Executive Officer	June 11, 2025	January 9, 2026 ⁽¹⁾	180,000
Jeff Shaner	Chief Executive Officer	June 11, 2025	February 28, 2026 ⁽¹⁾	978,851
Matthew Buckhalter	Chief Financial Officer	June 11, 2025	January 9, 2026 ⁽¹⁾	115,000
Matthew Buckhalter	Chief Financial Officer	June 11, 2025	February 28, 2026 ⁽¹⁾	106,427
Deborah Stewart	SVP, Chief Accounting Officer	June 11, 2025	January 9, 2026 ⁽¹⁾	75,000
Deborah Stewart	SVP, Chief Accounting Officer	June 11, 2025	February 28, 2026 ⁽¹⁾	89,788
Edwin C. Reisz	Chief Administrative Officer	June 11, 2025	January 9, 2026 ⁽¹⁾	125,000
Edwin C. Reisz	Chief Administrative Officer	June 11, 2025	February 28, 2026 ⁽¹⁾	425,304

- (1) Each trading arrangement permits transactions through the date of completion of all sales necessary to withhold minimum tax obligations required by applicable law.
- (2) The volume and timing of sales is determined based upon sell-to-cover events occurring upon the vesting of certain outstanding equity awards.

Each of the 10b5-1 plans in the above table included a representation from the officer to the Company, in accordance with the Company's securities trading policy, that such individual was not in possession of any material nonpublic information regarding the Company or the securities subject to the plan on the date of adoption.

Additionally, on May 19, 2025, the Whitney Funds terminated a Rule 10b5-1 trading arrangement (as such term is defined in Item 408(a) of Regulation S-K) which was entered into on December 13, 2024 and intended to satisfy the affirmative defense of Rule 10b5-1(c) with respect to the sale of up to an aggregate of 9,196,454 shares of the Company's common stock. Mr. Robert M. Williams Jr., one of the Company's directors, may be deemed to share beneficial ownership of the shares held by the Whitney Funds. Mr. Williams disclaims beneficial ownership of securities held by the Whitney Funds except to the extent of his pecuniary interest therein.

Item 6. Exhibits

The following exhibits are filed or furnished herewith:

Exhibit Number	Description
31.1	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.3	<u>Certification of Principal Accounting Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL 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)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeff Shaner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the fiscal quarter ended June 28, 2025 of Aveanna Healthcare Holdings Inc.; and
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: August 8, 2025

By: _____
/s/ Jeff Shaner
Jeff Shaner
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew Buckhalter, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the fiscal quarter ended June 28, 2025 of Aveanna Healthcare Holdings Inc.; and
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: August 8, 2025

By: _____
/s/ Matthew Buckhalter
Matthew Buckhalter
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Deborah Stewart, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the fiscal quarter ended June 28, 2025 of Aveanna Healthcare Holdings Inc.; and
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: August 8, 2025

By: _____
/s/ Deborah Stewart
Deborah Stewart
Chief Accounting Officer
(Principal Accounting Officer)
