
**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

June 30, 2021

Date of Report (Date of earliest event reported)

CBIZ, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-32961
(Commission
File Number)

22-2769024
(IRS Employer
Identification No.)

6050 Oak Tree Boulevard, South, Suite 500
Cleveland, Ohio 44131
(Address of principal executive offices, including zip code)

216-447-9000
(Registrant's telephone number, including area code)

Note 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 Instruction 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 each exchange On which registered
Common Stock per value \$0.01 per share	CBZ	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

- 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 7.01 Regulation FD Disclosure

On June 30, 2021, CBIZ, Inc. issued a press release announcing the settlement of the previously disclosed UPMC and UPMC Altoona v. CBIZ, Inc., CBIZ Benefits & Insurances Services, Inc., and Jon S. Ketzner lawsuit filed in the U.S. District Court for the Western District of Pennsylvania. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for any purpose, and shall not be deemed incorporated by reference in any document whether or not filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such document.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[99.1](#) Press Release of CBIZ, Inc. dated June 30, 2021, announcing settlement agreement reached with UPMC

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: June 30, 2021

CBIZ, Inc.

By: /s/ Michael W. Gleespen
Name: Michael W. Gleespen
Title: Corporate Secretary

PRESS
release

FOR IMMEDIATE RELEASE

CONTACT:

Lori Novickis
Director, Corporate Relations
CBIZ, Inc.
Cleveland, Ohio
(216) 447-9000

CBIZ REACHES SETTLEMENT AGREEMENT WITH UPMC

CLEVELAND (June 30, 2021) – CBIZ, Inc. (NYSE: CBZ) (“the Company”), a leading provider of financial, insurance and advisory services, today announced an agreement to settle the previously disclosed University of Pittsburgh Medical Center (“UPMC”) and UPMC Altoona v. CBIZ, Inc., CBIZ Benefits & Insurance Services, Inc. (“CBIZ Benefits”), and Jon S. Ketzner lawsuit filed in the U.S. District Court for the Western District of Pennsylvania. The case was brought in connection with actuarial services provided by a former employee and relates to a transaction that occurred eight years ago. Plaintiffs sought compensatory damages of between \$124 million and \$266 million, plus interest and punitive damages.

Under the terms of the settlement, CBIZ will pay a one-time total settlement amount of \$41.5 million, the impact of which will be mitigated by available errors and omissions insurance proceeds and applicable reserves of approximately \$11.1 million. After taking into account insurance and reserves, the Company expects to record a one-time after-tax charge to earnings of approximately \$22.8 million that will impact 2021 second-quarter and full-year diluted earnings per share by approximately \$0.42. The Company will provide more detail in its upcoming second-quarter and first-half 2021 earnings release and conference call, which are expected to occur July 29, 2021.

The settlement does not constitute an admission of liability, culpability, negligence, or wrongdoing on the part of CBIZ. CBIZ believes the settlement is in the best interests of the Company and its shareholders. The settlement reflects the Company’s desire to forgo further litigation uncertainty, risk, expense, and potential damages, and to eliminate further distraction from business focus associated with continuing lengthy and complex litigation and appeals.

Jerry Grisko, President and Chief Executive Officer of CBIZ, commented, “We are pleased to have the risk and uncertainty of this lawsuit behind us and to focus our time, attention and resources on opportunities to continue to build and support our team, serve our clients and invest in initiatives to accelerate the growth of our business. As of the end of May, our business continues to perform very well with earnings in line with expectations (aside from the impact of this settlement), strong cash flows, and a healthy balance sheet. After payment of this settlement, the unused capacity on our \$400 million credit facility will be approximately \$200 million. Our strong and steady cash flow and access to borrowing provide us with more than sufficient capital to support ongoing operations, fund foreseeable acquisitions and continue with planned share

repurchases. We look forward to providing further details and updates on our upcoming second-quarter earnings release and conference call.”

Forward-Looking Statements

Forward-looking statements in this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include, but are not limited to, the impact of COVID-19 on the Company’s business and operations and those of our clients; the Company’s ability to adequately manage and sustain its growth; the Company’s dependence on the current trend of outsourcing business services; the Company’s dependence on the services of its CEO and other key employees; competitive pricing pressures; general business and economic conditions; and changes in governmental regulation and tax laws affecting the Company’s insurance business or its business services operations. A more detailed description of such risks and uncertainties may be found in the Company’s filings with the Securities and Exchange Commission at www.sec.gov.

About CBIZ

CBIZ, Inc. is a leading provider of financial, insurance and advisory services to businesses throughout the United States. Financial services include accounting, tax, government health care consulting, transaction advisory, risk advisory, and valuation services. Insurance services include employee benefits consulting, retirement plan consulting, property and casualty insurance, payroll, and human capital consulting. With more than 100 Company offices in 31 states, CBIZ is one of the largest accounting and insurance brokerage providers in the U.S. For more information, visit www.cbiz.com.