

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

ACUTUS[®]
M E D I C A L
Acutus Medical, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee previously paid with preliminary materials.
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ACUTUS MEDICAL, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 16, 2022

April 28, 2022

Dear Stockholder:

You are cordially invited to attend the 2022 Annual Meeting of the Stockholders (the "Annual Meeting") of Acutus Medical, Inc., a Delaware corporation ("we," "us," "Acutus" or the "Company"). The Annual Meeting will be held virtually on June 16, 2022 at 8:00 a.m. (Pacific Time), for the following purposes:

1. To elect the three nominees for Class II director to serve until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified;
2. To ratify the selection of KPMG LLP as the independent registered public accounting firm for Acutus for the fiscal year ending December 31, 2022; and
3. To conduct any other business properly brought before the Annual Meeting.

These items of business are more fully described in the proxy statement accompanying this Notice of Annual Meeting of Stockholders (the "Proxy Statement").

The record date for the Annual Meeting is April 18, 2022 (the "Record Date"). Only stockholders of record at the close of business on the Record Date may vote at the Annual Meeting or any adjournment thereof. A complete list of such stockholders will be available electronically by request to investors@acutus.com for examination by any stockholder for any purpose germane to the Annual Meeting for a period of 10 days prior to the Annual Meeting. To access the list during the Annual Meeting, please register to attend at www.proxydocs.com/AFIB and enter the control number provided on your proxy card, voting instruction form or Proxy Availability Notice (as defined below).

The Proxy Statement, form of proxy and our Annual Report on Form 10-K for the year ended December 31, 2021 are being mailed or otherwise distributed to our stockholders on or about April 28, 2022.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on
June 16, 2022 at 8:00 a.m. (Pacific Time)
via the internet at www.proxydocs.com/AFIB**

**The Proxy Statement and annual report to stockholders are available at:
www.proxydocs.com/AFIB.**

For ease of attendance, we have determined that the 2022 Annual Meeting will be held in a virtual meeting format only, via the internet, with no physical in-person meeting. If you plan to participate in the virtual meeting, please see the Questions and Answers section below. Stockholders will be able to attend, vote and submit questions (both before, and for a portion of, the meeting) via the internet.

In the event of an adjournment, postponement or emergency that may change the Annual Meeting's time or date, Acutus will make an announcement, issue a press release or post information at www.acutusmedical.com to notify stockholders, as appropriate. If you have any questions or need assistance in voting your shares, please write to Acutus Investor Relations at 2210 Faraday Ave, Suite 100, Carlsbad, CA 92008 or by email at investors@acutus.com.

By Order of the Board of Directors
Tom Sohn
Senior Vice President, General Counsel & Secretary
Carlsbad, California

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO VIRTUALLY ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE PROXY CARD, OR VOTE OVER THE TELEPHONE OR INTERNET AS INSTRUCTED IN THESE MATERIALS, AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. EVEN IF YOU HAVE VOTED BY PROXY, YOU MAY STILL VOTE IF YOU ATTEND THE ANNUAL MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE ANNUAL MEETING, YOU MUST OBTAIN A PROXY ISSUED IN YOUR NAME FROM THAT RECORD HOLDER IN ORDER TO BE ENTITLED TO VOTE AT THE ANNUAL MEETING.

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Acutus Medical, Inc.
2210 Faraday Ave., Suite 100
Carlsbad, CA 92008

PROXY STATEMENT
FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why did I receive a one-page notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to “Notice and Access” rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the internet. Accordingly, we are sending an Important Notice Regarding the Availability of Proxy Materials (the “Proxy Availability Notice”) to our stockholders of record. All stockholders will have the ability to access the proxy materials on the website referred to in the Proxy Availability Notice free of charge or request to receive a printed set of the proxy materials for the Annual Meeting. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Proxy Availability Notice.

We provided some of our stockholders, including stockholders who have previously requested to receive paper copies of the proxy materials and some of our stockholders who are participants in our benefit plans, with paper copies of the proxy materials instead of the Proxy Availability Notice. If you received paper copies of the proxy materials, we encourage you to help us save money and reduce the environmental impact of delivering paper proxy materials to stockholders by signing up to receive all of your future proxy materials electronically.

We expect that this Proxy Statement and the other proxy materials will be available to stockholders on or about April 28, 2022.

Why are you having a virtual annual meeting?

The Annual Meeting will be held in a virtual-only meeting format, via live video webcast that will provide stockholders with the ability to participate in the Annual Meeting, vote their shares and ask questions. We believe that a virtual meeting will enable expanded access and increased stockholder attendance and participation in light of the public health and travel concerns related to the ongoing COVID-19 pandemic.

How can I attend the virtual annual meeting?

The Annual Meeting will be held on June 16, 2022 at 8:00 a.m. (Pacific Time) via live video webcast.

Only stockholders of record and beneficial owners of shares of our common stock as of the close of business on April 18, 2022, the record date, may participate in the Annual Meeting, including voting and asking questions during the virtual Annual Meeting. You will not be able to attend the Annual Meeting physically in person.

In order to attend the Annual Meeting, you must register at www.proxydocs.com/AFIB. Upon completing your registration, you will receive further instructions via email, including a unique link that will allow you access to the Annual Meeting and to vote and submit questions during the Annual Meeting. Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in these proxy materials.

As part of the registration process, you must enter the control number located on your proxy card, voting instruction form, or Proxy Availability Notice. If you are a beneficial owner of shares registered in the name of a broker, bank or other nominee, you will also need to provide the registered name on your account and the name of your broker, bank or other nominee as part of the registration process.

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On the day of the Annual Meeting, June 16, 2022, stockholders may begin to log in to the virtual-only Annual Meeting 15 minutes prior to the Annual Meeting. The Annual Meeting will begin promptly at 8:00 a.m. Pacific Time.

Can I ask questions at the virtual Annual Meeting?

Stockholders as of our Record Date who attend and participate in our virtual Annual Meeting will have an opportunity to submit questions live via the internet during a designated portion of the meeting. These stockholders may also submit a question in advance of the Annual Meeting by registering at www.proxydocs.com/AFIB. In both cases, stockholders must have available their control number provided on their proxy card, voting instruction form or Proxy Availability Notice.

What does it mean if I receive more than one Proxy Availability Notice?

If you receive more than one Proxy Availability Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Proxy Availability Notice to ensure that all of your shares are voted.

Will I receive any other proxy materials by mail?

We may send you a proxy card, along with a second Proxy Availability Notice, by mail on or after April 28, 2022.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date of April 18, 2022 will be entitled to vote at the Annual Meeting. On the Record Date, there were 28,336,285 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on April 18, 2022, your shares were registered directly in your name with Acutus' transfer agent, Computershare Trust Company, N.A. ("Computershare"), then you are a stockholder of record. As a stockholder of record, you may vote at the Annual Meeting or vote by proxy.

Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy over the telephone or on the internet as instructed below (see "How do I vote?") or complete, date, sign and return the proxy card mailed to you to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Nominee

If, on April 18, 2022, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and the Proxy Availability Notice is being forwarded to you by the organization that holds your account. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other nominee.

What am I voting on?

There are two matters scheduled for a vote:

- Election of three Class II directors; and

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- Ratification of the selection by the Board of Directors of the Company (the “Board” or the “Board of Directors”) of KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2022.

What if another matter is properly brought before the Annual Meeting?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy will vote the shares for which you grant your proxy on those matters in accordance with their best judgment.

What is the Board’s voting recommendation?

The Board recommends that you vote your shares:

- “For” the election of each of the nominees for director; and
- “For” the ratification of the selection by the Board of KPMG as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2022.

How do I vote?

Regarding the election of directors, you may either vote “For” the nominees to the Board or you may “Withhold” your vote for any nominee you specify. For any other matters to be voted on, you may vote “For” or “Against” or abstain from voting.

The procedures for voting depend on whether your shares are registered in your name or are held by a broker, bank or other nominee:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote at the Annual Meeting, vote by proxy over the telephone, vote by proxy through the internet, or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote even if you have already voted by proxy. Voting at the Annual Meeting will have the effect of revoking your previously submitted proxy (see “Can I change my vote after submitting my proxy?” below).

By Internet

If you received the notice or a printed copy of the proxy materials, follow the instructions in the notice or on the proxy card.

By Telephone

If you received a printed copy of the proxy materials, follow the instructions on the proxy card.

By Mail

If you received a printed copy of the proxy materials, complete, sign, date and mail your proxy card in the enclosed, postage-prepaid envelope.

In Person (Virtual)

You may also vote in person virtually by attending the meeting through www.proxydocs.com/AFIB. To attend the Annual Meeting and vote your shares, you must register for the Annual Meeting and provide the control number located on your notice or proxy card.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Nominee

If you are a beneficial owner of shares registered in the name of your broker, bank or other nominee, you should have received a Proxy Availability Notice containing voting instructions from that organization rather than from Acutus. Simply follow the voting instructions in the Proxy Availability Notice to ensure that your vote is counted. To vote at the Annual Meeting, you may be required to obtain a valid proxy from your broker, bank or other nominee. Follow the instructions from your broker, bank or other nominee included with these proxy materials, or contact your broker, bank or other nominee to request a proxy form.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 18, 2022, the Record Date.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of each of the nominees for Class II director and “For” the ratification of KPMG as the Company’s independent registered public accounting firm. If any other matter is properly presented at the Annual Meeting, your proxy holder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Will my vote be kept confidential?

Proxies, ballots and voting tabulations are handled on a confidential basis to protect your voting privacy. This information will not be disclosed, except as required by law.

Who is paying for this proxy solicitation?

The accompanying proxy is solicited on behalf of the Board for use at the Annual Meeting. Accordingly, the Company will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees of the Company will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other nominees for the cost of forwarding proxy materials to beneficial owners.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to Acutus’ Secretary at 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008; provided, however, if you intend to revoke your proxy by providing such written notice, we advise that you also send a copy via email to investors@acutus.com.
- You may attend and vote at the Annual Meeting. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted, so long as it is provided within the applicable deadline. If your shares are held by your broker, bank or other nominee, you should follow the instructions provided by your broker, bank or other nominee to change your vote or revoke your proxy.

When are stockholder proposals for inclusion in our Proxy Statement for next year’s annual meeting due?

Stockholders wishing to present proposals for inclusion in our Proxy Statement for the 2023 annual meeting of stockholders (the “2023 Annual Meeting”) pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), must submit their proposals so that they are received by us at our principal executive offices no later than December 29, 2022. Proposals should be sent to our Secretary at 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008.

When are other proposals and stockholder nominations for the 2022 Annual Meeting due?

With respect to proposals and nominations not to be included in our Proxy Statement pursuant to Rule 14a-8 of the Exchange Act, our amended and restated bylaws (our “Bylaws”) provide that stockholders who wish to nominate a director or propose other business to be brought before the stockholders at an annual meeting of stockholders must notify our Secretary by a written notice, which notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding year’s annual meeting of stockholders.

Stockholders wishing to present nominations for director or proposals for consideration at the 2023 Annual Meeting under these provisions of our Bylaws must submit their nominations or proposals so that they are received at our principal executive offices not earlier than February 16, 2023 and not later than March 18, 2023 in order to be considered. In the event that the 2023 Annual Meeting is to be held on a date that is not within 30 days before or 70 days after the one-year anniversary of the Annual Meeting, then a stockholder’s notice must be received by the Secretary no earlier than 120 days prior to such annual meeting and no later than the later of 70 days prior to the date of the meeting or the tenth day following the day on which we make a public announcement of the date of the 2023 Annual Meeting.

Nominations or proposals should be sent in writing to our Secretary at 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008. A stockholder’s notice to nominate a director or bring any other business before the Annual Meeting or the 2022 Annual Meeting must set forth certain information, which is specified in our Bylaws. A complete copy of our Bylaws may be found in the Corporate Governance section of the Investors section of our website at www.acutusmedical.com. Information on or accessible through our website is not incorporated by reference in this Proxy Statement.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count votes “For,” votes to “Withhold” and broker non-votes for the proposal to elect directors and, with respect to other proposals, votes “For,” votes “Against,” votes to “Abstain” and broker non-votes (if applicable).

What are “broker non-votes”?

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the broker, bank or other nominee holding the shares as to how to vote. Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker, bank or other nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker, bank or other nominee can still vote the shares with respect to matters that are considered to be “routine,” but cannot vote the shares with respect to “non-routine” matters. Under the rules and interpretations of the New York Stock Exchange (the “NYSE”), which generally apply to all brokers, banks or other nominees, on voting matters characterized by the NYSE as “routine,” NYSE member firms have the discretionary authority to vote shares for which their customers do not provide voting instructions. On non-routine proposals, such “uninstructed shares” may not be voted by member firms. Only the proposal to ratify the selection of our independent registered public accounting firm is considered a “routine” matter for this purpose and brokers, banks or other nominees generally have discretionary voting power with respect to such proposal. Broker non-votes will be counted for the purpose of determining whether a quorum is present at the Annual Meeting.

What is the effect of abstentions, votes to withhold and broker non-votes?

Abstentions: Under Delaware law (under which Acutus is incorporated), abstentions are counted as shares present and entitled to vote at the Annual Meeting, but they are not counted as shares cast. Our Bylaws provide that a stockholder action (other than the election of directors) shall be decided by the vote of the holders of a

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majority of the total number of votes of the Company's capital stock cast on the matter. Therefore, abstentions will have no effect on Proposal No. 2: Ratification of the Selection of the Independent Registered Public Accounting Firm for Acutus.

Votes to Withhold: For Proposal No. 1: Election of Directors, you may vote "For" all or some of the nominees or you may "Withhold" your vote with respect to one or more of the nominees. The three nominees who receive the most "For" votes cast by the holders of shares either present at the Annual Meeting or represented by proxy will be elected to our Board. In an uncontested election, "Withhold" votes will not prevent a candidate from getting elected. Notwithstanding the forgoing, if an incumbent director nominee fails to receive a majority of the votes cast in an election, the director shall immediately tender his or her resignation to the Board. The Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken (the "Director Resignation Policy").

Broker Non-Votes: A "broker non-vote" occurs when a broker, bank or other nominee holding your shares in street name does not vote on a particular matter because you did not provide the broker, bank or other nominee voting instructions and the broker, bank or other nominee lacks discretionary voting authority to vote the shares because the matter is considered "non-routine" under the NYSE rules. The only "non-routine" matter on the agenda for the Annual Meeting is Proposal No. 1: Election of Directors.

Broker non-votes will be counted for the purpose of determining whether a quorum is present at the Annual Meeting. However, because broker non-votes are not considered under Delaware law to be entitled to vote at the Annual Meeting, they will have no effect on the outcome of the vote on Proposal No. 1: Election of Directors. As a result, if you hold your shares in street name and you do not instruct your broker, bank or other nominee how to vote your shares in the election of directors, no votes will be cast on your behalf on that proposal. Therefore, it is critical that you indicate your vote on this proposal if you want your vote to be counted. The proposal to ratify the selection by the Board of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2022 should be considered a "routine" matter. Therefore, your broker, bank or other nominee will be able to vote on Proposal No. 2: Ratification of the Selection by the Board of the Independent Registered Public Accounting Firm for Acutus even if it does not receive instructions from you, so long as it holds your shares in its name.

How many votes are needed to approve each proposal?

<u>Proposal</u>	<u>Vote Required</u>	<u>Discretionary Voting Allowed?</u>
No. 1. Election of Directors	Plurality	No
No. 2. Ratification of the Selection by the Board of the Independent Registered Public Accounting Firm for Acutus	Majority Cast	Yes

A "Plurality," with regard to the election of directors, means that the three nominees who receive the most "For" votes cast by the holders of shares either present at the Annual Meeting or represented by proxy will be elected to our Board. A "Majority Cast," with regard to the ratification of the selection by the Board of our independent registered public accounting firm, means that a majority of the votes cast on the proposal are voted "For" the proposal.

Accordingly:

- Proposal No. 1: For the election of directors, the three nominees receiving the most "For" votes from the holders of shares present at the Annual Meeting or represented by proxy and entitled to vote on Proposal No. 1 will be elected as Class II directors to hold office until the 2025 annual meeting of stockholders. Only votes "For" or "Withheld" will affect the outcome. Broker non-votes will have no effect.

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- Proposal No. 2: To be approved, a majority of the total votes cast on Proposal No. 2 must be voted “For” the ratification of the selection by the Board of KPMG as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. Abstentions and broker non-votes will not be considered votes cast on Proposal No. 2; however, the ratification of the selection by the Board of KPMG is a matter on which a broker, bank or other nominee has discretionary voting authority, and thus, we do not expect any broker non-votes with respect to Proposal No. 2.

None of the proposals, if approved, entitles stockholders to appraisal rights under Delaware law or our charter.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid stockholder meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present or represented by proxy at the Annual Meeting. On the Record Date, there were 28,336,285 shares outstanding and entitled to vote. Thus, the holders of at least 14,168,143 shares must be present or represented by proxy at the Annual Meeting to have a quorum. Virtual attendance at our Annual Meeting constitutes “presence” for purposes of a quorum at the meeting.

Your shares will be counted towards the quorum only if you submit a valid proxy by mail, over the phone or through the internet (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote at the Annual Meeting. Abstentions, votes to “Withhold” and broker non-votes will be counted towards the quorum requirement. If there is no quorum, then either the chair of the Annual Meeting or the holders of a majority of shares present at the Annual Meeting or represented by proxy may adjourn the meeting to another date. At any adjourned Annual Meeting at which a quorum is present, any business may be transacted that might have been transacted at the Annual Meeting as originally notified. If the adjournment is for more than 30 days, or if after that adjournment a new record date is fixed for the adjourned Annual Meeting, a notice of the adjourned Annual Meeting shall be given to each stockholder of record entitled to vote at the adjourned Annual Meeting.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K with the SEC within four business days after the Annual Meeting, we intend to file a Form 8-K to publish the preliminary results within four business days after the Annual Meeting and file an additional Form 8-K to publish the final results within four business days after the final results are known to us.

If you have any questions or need assistance in voting your shares, please write to Acutus Investor Relations at investors@acuts.com.

JOBS Act Explanatory Note

We are an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”).

For as long as we continue to be an emerging growth company, we may take advantage of exemptions from various reporting requirements that are applicable to other public companies but not to “emerging growth companies,” including, but not limited to:

- not being required to comply with the auditor attestation requirements in the assessment of our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act;
- not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board (the “PCAOB”) regarding mandatory audit firm rotation or a supplement to the auditors’ report providing additional information about the audit and the financial statements;

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- reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We could be an emerging growth company until the last day of the fiscal year following August 10, 2025, the fifth anniversary of the closing of our initial public offering, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would require, among other things, that we have been a public company for at least twelve months and would occur at the end of the fiscal year during which the market value of our common stock held by non-affiliates exceeds \$700.0 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1.0 billion in non-convertible debt during the preceding three-year period. Under Section 107(b) of the JOBS Act, emerging growth companies may delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this provision of the JOBS Act. As a result, we will not be subject to new or revised accounting standards at the same time as other public companies that are not emerging growth companies. Therefore, our consolidated financial statements may not be comparable to those of companies that comply with new or revised accounting pronouncements as of public company effective dates.

We are also a “smaller reporting company” as defined in the Exchange Act. We may continue to be a smaller reporting company even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as our voting and non-voting common stock held by non-affiliates is less than \$250.0 million measured on the last business day of our second fiscal quarter, or our annual revenue is less than \$100.0 million during the most recently completed fiscal year and our voting and non-voting common stock held by non-affiliates is less than \$700.0 million measured on the last business day of our second fiscal quarter.

Because we have elected to take advantage of certain reduced disclosure obligations and may elect to take advantage of other reduced reporting requirements in future filings, the information that we provide to our stockholders may be different than you might receive from other public reporting companies in which you hold equity interests.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Board of Directors knows of no matters to come before the Annual Meeting other than the matters referred to in this Proxy Statement. However, if any other matters should properly come before the meeting, the persons named in the enclosed proxy intend to vote in accordance with their best judgment. No director, nominee for election as director, or executive officer of Acutus has any special interest in any matter to be voted upon other than election to the Board of Directors.

PROPOSAL NO. 1: ELECTION OF DIRECTORS

The Company's Board of Directors is presently comprised of nine members, who are divided into three classes, designated as Class I, Class II and Class III. One class of directors is elected by the stockholders at each annual meeting to serve from the time of their election until the third annual meeting of stockholders following their election. Class I directors consist of Vince Burgess, John Sheridan and Niamh Pellegrini; Class II directors consist of Scott Huennekens, Dr. Andrew ElBardissi and Dr. Shaden Marzouk; and Class III directors consist of Jim Hinrichs, Daniella Cramp and Dr. David Bonita.

The Nominating and Corporate Governance Committee of the Board has recommended, and the Board has approved, the nomination of our Class II directors, R. Scott Huennekens, Shaden Marzouk, M.D. and Andrew ElBardissi, M.D., for three-year terms expiring at the 2025 annual meeting of stockholders and until their respective successors are duly elected and qualified, or, if sooner, until the director's death, resignation or removal. Each of Mr. Huennekens, Dr. Marzouk and Dr. ElBardissi is currently a director of the Company. Directors are elected by a plurality of the votes of the holders of shares present or represented by proxy and entitled to vote on the election of directors. The three nominees receiving the highest number of affirmative votes will be elected. Notwithstanding the forgoing, if any of the incumbent director candidates fails to receive a majority of the votes cast in an election, the director shall immediately tender his or her resignation to the Board. The Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken.

Proxies cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement. If any nominee should become unavailable to serve for any reason, it is intended that votes will be cast for a substitute nominee designated by the Nominating and Corporate Governance Committee and approved by the Board. We have no reason to believe that any nominee named will be unable to serve if elected.

Nominees for Director and Continuing Directors

The names and ages of the nominees and continuing directors, length of service with the Company and Board committee memberships are set forth in the table below.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Current Term Expires</u>	<u>Independent</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Nominating and Corporate Governance Committee</u>
Nominees							
R. Scott Huennekens*	57	2019	2022				
Shaden Marzouk, M.D.	51	2020	2022	✓	✓		✓
Andrew ElBardissi, M.D.	40	2017	2022	✓		✓	✓
Continuing Directors							
David Bonita, M.D.	46	2016	2023	✓			Chair
Jim Hinrichs	54	2019	2023	✓	Chair	✓	
Daniella Cramp	48	2021	2023	✓			
Vince Burgess	57	2013	2024				
John Sheridan	66	2021	2024	✓		Chair	
Niamh Pellegrini	55	2021	2024	✓	✓		

*: Chairperson of the Board

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Board Diversity

In connection with nominating directors for election at the Annual Meeting and periodically throughout the year, the Nominating and Corporate Governance Committee considers the composition of the Board, including the right diversity, mix of characteristics and skills for the optimal functioning of the Board in its oversight of our Company. Members of our Board self-identify as set forth in the table below:

Board Diversity Matrix

Total Number of Directors	9			
Gender Diversity	Female	Male	Non-Binary	Did Not Disclose
Directors	3	6	0	0
Demographic Background				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	0	0	0
Hispanic or Latinx	0	0	0	0
White	2	5	0	0
Two or More Races or Ethnicities	0	0	0	0
Other*	1	1	0	0
LGBTQ+			0	
Did Not Disclose Demographic Background			0	

* Directors who identify in the “Other” category self-identify as Arab and Egyptian.

Board Biographies

A brief biography of each nominee and each continuing director is also set forth below, which includes information, as of the date of this Proxy Statement, regarding specific and particular experience, qualifications, attributes or skills of each nominee that led the Nominating and Corporate Governance Committee and the Board to believe that the director should serve on the Board:

Director Nominees

R. Scott Huennekens. Mr. Huennekens has served as our Chairperson of our Board of Directors since July 2019. Mr. Huennekens also serves as member of the board of directors of Envista Holdings Corporation, NuVasive, Inc. and Hyperfine, Inc. and was previously on the board of ViewRay, Inc. and REVA Medical, Inc. Mr. Huennekens was the President, Chief Executive Officer and Chairman of the board for Verb Surgical, an independent start-up company formed by Google and Johnson & Johnson to develop surgical platforms including advanced surgical robotics, from August 2015 to December 2018. Prior to joining Verb Surgical in 2015, Mr. Huennekens was President, Chief Executive Officer and a board member of Volcano Corporation for 13 years. Mr. Huennekens received a Bachelor of Science degree in Business Administration from the University of Southern California and a Master of Business Administration degree from Harvard Graduate School of Business.

We believe Mr. Huennekens is qualified to serve on our Board of Directors due to his background as a public company Chief Executive Officer, his extensive public and private company board experience coupled with his leadership of successful medical technology organizations.

Shaden Marzouk, M.D. Dr. Marzouk has served on our Board of Directors since August 2020. Dr. Marzouk is currently CEO, Health, for Hudson’s Bay Company. From March 2020 to July 2021, Dr. Marzouk was President of CareMore Health and Aspire Health, subsidiaries of Anthem, Inc. Dr. Marzouk also advises health technology companies and serves on the advisory boards in the healthcare industry. From September 2018 to February 2020, Dr. Marzouk was Managing Director, Health and Global Health Innovation, of AXA S.A.’s health insurance and health services business in Asia. Prior to AXA, Dr. Marzouk served as

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Cardinal Health, Inc.'s Medical Segment Chief Medical Officer from November 2016 to August 2018, its Senior Vice President, Clinical Operations from April 2015 to August 2016 and its Vice President, Clinical Operations from February 2012 to April 2015. From September 2016 to October 2016, Dr. Marzouk also briefly served as Chief Medical Officer at Oscar Insurance Corp. Dr. Marzouk previously served in the U.S. Army on active duty from July 2006 to July 2009, where she practiced as a neurosurgeon and served in Iraq as a Major. Dr. Marzouk obtained a B.A. from the Washington University in St. Louis, an M.D. from St. Louis University School of Medicine and an M.B.A. from The Fuqua School of Business at Duke University.

We believe Dr. Marzouk is qualified to serve on our Board of Directors due to her background in leading health technology companies as well as her international experience.

Andrew ElBardissi, M.D. Dr. ElBardissi has served as a member of our Board of Directors since July 2017. Dr. ElBardissi is a Partner at Deerfield Management. Previously, he served as a Principal at Longitude Capital Management Co., LLC, a private investment firm that focuses on venture growth investments in drug development and medical technology, from January 2014 to January 2017. Prior to that, Dr. ElBardissi served as an Associate in J.P. Morgan's Healthcare Investment Banking practice from June 2011 to July 2013. Dr. ElBardissi received a B.S. in biology, (Phi Beta Kappa) from the Schreyer Honors College at the Pennsylvania State University, an M.P.H. in quantitative methods from Harvard University, an M.B.A. from Harvard Business School and an M.D. from the Mayo Clinic College of Medicine.

We believe Mr. ElBardissi's extensive experience as a venture capital investor and as a member of the boards of directors of multiple private medical technology companies qualify him to serve on our Board of Directors.

Continuing Directors

David P. Bonita, M.D. Dr. Bonita has served as a member of our Board of Directors since March 2016. Dr. Bonita also serves as a member of the board of directors of IMARA Inc., Tricida, Inc., Prelude Therapeutics, Ikena Oncology, Inc. and Repare Therapeutics and has previously served on the boards of ViewRay, Inc. and SI-BONE, Inc. As of February 2020, Dr. Bonita is a member of OrbiMed Advisors. From June 2004 to February 2020, Dr. Bonita held other positions at OrbiMed Advisors. He has published scientific articles in peer-reviewed journals based on signal transduction research performed at Harvard Medical School. He received his B.A. in biology from Harvard University and his joint M.D./M.B.A. from Columbia University.

Jim Hinrichs. Mr. Hinrichs has served as a member of our Board of Directors and chair of our Audit Committee since October 2019. Mr. Hinrichs is also a member of the board of directors of Outset Medical, Inc., Integer Holdings Corporation and Orthofix Medical, Inc., three leading medical device companies. From May 2018 through July 2019, he served as Chief Financial Officer of Cibus, a privately held agricultural biotech company. Mr. Hinrichs previously served as Executive Vice President and Chief Financial Officer of Alere, Inc., a publicly traded, global diagnostics company, from April 2015 until its sale to Abbott Labs for approximately \$8 billion in October 2017. Prior to joining Alere, Inc., Mr. Hinrichs served as Chief Financial Officer of CareFusion Corp., a publicly traded medical device company, from December 2010 until its sale to Becton Dickinson for \$12 billion in March of 2015. He holds graduate and undergraduate degrees in business from Carnegie-Mellon University.

Daniella Cramp. Ms. Cramp has served as a member of our Board of Directors since February 2021. Since January 2021, Ms. Cramp has served as Senior Vice President and President, BioProduction Group of Thermo Fisher Scientific, a scientific instruments equipment and supplies company with annual revenue exceeding \$25 billion. Ms. Cramp previously served as President, Instrument & Enterprise Services of Thermo Fisher Scientific from October 2019 to December 2020. Prior to her role with Thermo Fisher Scientific, Ms. Cramp was the Global President of Cerenovus and US President of Biosense Webster, a Johnson & Johnson company, from December 2017 through July 2019, where she led a combined portfolio of two Johnson & Johnson businesses,

the medical devices in atrial fibrillation and neurovascular intervention. She also held various roles with Alere, Inc., a global manufacturer of rapid point-of-care diagnostic tests, from 2007-2017, culminating in her role as Global President of the Cardiometabolic Business unit. Ms. Cramp earned a B.S. in business administration from University of California, Riverside and an M.B.A. from University of California, Irvine.

Vince Burgess. Mr. Burgess has served as our President and Chief Executive Officer since October 2017 and as a member of our Board of Directors since June 2013. From September 2010 to June 2020, Mr. Burgess also served as a Venture Partner at OrbiMed Advisors, an investment company focused on the healthcare industry. From 2002 to 2010, Mr. Burgess held various leadership positions at Volcano Corporation, where he was part of the founding team. Since 2012, Mr. Burgess has served as a director of TELA Bio, Inc., a medical technology company focused on designing, developing and marketing a new category of tissue reinforcement materials. Mr. Burgess also serves on the boards of a number of private medical technology companies. Mr. Burgess received a B.S. in Business Administration and Entrepreneurship from the University of Southern California and an M.B.A. from University of California, Los Angeles.

John Sheridan. Mr. Sheridan has served as a member of our Board of Directors since March 2021. Mr. Sheridan has been a member of the executive management team of Tandem Diabetes Care, Inc., a medical device company dedicated to improving the lives of people with diabetes, since April 2013, including as President and Chief Executive Officer since March 2019 and as a member of Tandem's board of directors since June 2019. Mr. Sheridan previously served as Chief Operating Officer of Rapiscan Systems, Inc., a provider of security equipment and systems, from March 2012 to February 2013, and as Executive Vice President of Research and Development and Operations for Volcano Corporation, a medical technology company, from November 2004 to March 2010. Mr. Sheridan holds a B.S. in Chemistry from the University of West Florida and an M.B.A. from Boston University.

Niamh Pellegrini. Ms. Pellegrini has served as a member of our Board of Directors since August 2021. Since July 2019, she has served as the Chief Commercial Officer of Nevro, Inc., a medical device company dedicated to helping patients suffering from chronic pain achieve lasting relief. From September 2018 to June 2019, Ms. Pellegrini served as Vice President of Global Commercial Operations for Abbott Vascular, and from April 2016 to September 2018, she served as CEO and President at Autonomic Technologies, Inc. Ms. Pellegrini has also held positions in leadership, global business development, strategy and commercial with Thoratec Corporation and Johnson & Johnson. She earned both a B.S. and an M.B.A. from Santa Clara University.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF EACH NAMED NOMINEE.**

INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

This section describes key corporate governance guidelines and practices that we have adopted. Complete copies of our Corporate Governance Guidelines, the charters of the committees of the Board and our Code of Business Conduct and Ethics, described below, can be found in the Corporate Governance section of the Investors section of our website at <https://ir.acutusmedical.com>. Alternatively, you can request a copy of any of these documents free of charge by writing to: Tom Sohn, Senior Vice President, General Counsel & Secretary, c/o Acutus Medical, Inc., 2210 Faraday Ave., Suite 100 Carlsbad, CA 92008. Information on or accessible through our website is not incorporated by reference in this Proxy Statement.

Board Composition

Our Board of Directors currently consists of nine members. In accordance with our amended and restated certificate of incorporation and our Bylaws, our directors are divided into three classes serving staggered three-year terms. At each annual meeting of stockholders, our directors will be elected to succeed the class of directors whose terms have expired. Our current directors are divided among the three classes as follows:

- Class I directors consist of Vince Burgess, John Sheridan and Niamh Pellegrini;
- Class II directors consist of Scott Huennekens, Dr. Shaden Marzouk and Dr. Andrew ElBardissi; and
- Class III directors consist of Jim Hinrichs, Daniella Cramp and Dr. David Bonita.

Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective terms. Each director's term continues until the election and qualification of their successor, or their earlier death, resignation or removal.

Director Resignation Policy

In November 2021, we adopted a "Majority Voting" policy as part of our Director Resignation Policy. Under this policy, if an incumbent director nominee fails to receive a majority of the votes cast in an election, the director shall immediately tender his or her resignation to the Board. The Nominating and Corporate Governance Committee of the Board, or such other committee designated by the Board, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board shall act on the resignation, taking into account the Committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the SEC) its decision regarding the resignation within 90 days following certification of the election results. If the Board accepts a director's resignation pursuant to this paragraph, or if a nominee for director is not elected and the nominee is not an incumbent director, the remaining members of the Board may fill the resulting vacancy pursuant to the Bylaws of the Company.

Independence of the Board of Directors

The Board has affirmatively determined that all of the nominees and continuing directors, other than Mr. Burgess and Mr. Huennekens, are independent directors within the meaning of the applicable Nasdaq listing standards and relevant securities and other laws, rules and regulations regarding the definition of "independent" (the "Independent Directors"). In making these determinations, our Board of Directors considered the current and prior relationships that each non-employee director has with our Company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled "Certain Relationships and Related Party Transactions". There are no family relationships between any director and any of our executive officers.

Board Leadership Structure

The Board believes that it is important to retain the flexibility to allocate the responsibilities of the offices of Chairperson of the Board (“Chair”) and Chief Executive Officer in any manner that it determines to be in the best interests of the Company at any point in time.

Chairperson & CEO

The Board reviews its leadership structure periodically as part of its annual self-assessment process. In addition, the Board continues to monitor developments in corporate governance as well as the approaches our peers undertake. Our Board of Directors is currently chaired by Mr. Huennekens. As a general policy, our Board of Directors believes that separation of the positions of Chair of our Board of Directors and Chief Executive Officer reinforces the independence of our Board of Directors from management, creates an environment that encourages objective oversight of management’s performance and enhances the effectiveness of our Board of Directors as a whole. As such, Mr. Burgess serves as our President and Chief Executive Officer while Mr. Huennekens serves as the Chair of our Board of Directors but is not an officer. We currently expect and intend the positions of Chair of our Board of Directors and President and Chief Executive Officer to continue to be held by two individuals in the future.

Lead Independent Director

The Board selects one independent director to serve as the Lead Independent Director to further balance the power amongst the Board. Mr. Hinrichs is our lead independent director.

Our Corporate Governance Guidelines note that all directors are elected by the stockholders and all have an equal voice. The Chair and the Chief Executive Officer are free, as is the Board as a whole, to call upon any one or more directors to provide leadership in a given situation should a special need arise.

The Board, including each of its committees, also has complete and open access to any member of the Company’s management and the authority to retain independent advisors as the Board or such committee deems appropriate. In addition, all members of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee are Independent Directors, and the committee chairs have authority to hold executive sessions without management and non-Independent Directors present.

Role of the Board in Risk Oversight

One of the Board’s key functions is informed oversight of the Company’s risk management process. The Board believes that its current leadership structure facilitates its risk oversight responsibilities. In particular, the Board believes the majority-independent Board and independent Board committees provide a well-functioning and effective balance to an experienced Chief Executive Officer. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. For example, the Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. The Audit Committee monitors compliance with legal and regulatory requirements. The Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines and policies. The Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board as quickly as possible. The Company’s Chief Executive Officer, Chief Financial Officer and General Counsel coordinate between the Board and management with regard to the determination and implementation of responses to any problematic risk management issues.

Meetings of the Board of Directors

The Board oversees our business. It establishes overall policies and standards and reviews the performance of management. During the fiscal year ended December 31, 2021, the Board held eleven meetings. Each Board member attended 75% or more of the aggregate meetings of the Board and of the committees on which they served that were held during the period for which they were a director or committee member. The Company's directors are encouraged to attend our annual meetings of stockholders, but we do not currently have a policy relating to director attendance.

Our Independent Directors meet from time to time in executive session. The Board and each of our standing independent committees typically holds an executive session of non-management directors (all of whom are Independent Directors) as a part of every regularly scheduled quarterly meeting.

Information Regarding Committees of the Board of Directors

The Board has a number of committees that perform certain functions for the Board. The current committees of the Board are the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Below is a description of each committee of the Board. Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. The Board has determined that each member of each committee meets the applicable Nasdaq listing standards and relevant securities and other laws, rules and regulations regarding "independence" and that each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to our Company.

Audit Committee

The Board has a separately designated standing Audit Committee established in accordance with Section 3(a)(58) of the Exchange Act. The Audit Committee was established by the Board to assist the Board in its oversight of the integrity of our financial statements and internal controls, and our compliance with legal and regulatory requirements. In addition, the Audit Committee assists the Board in its oversight of the qualification, independence and performance of our independent registered public accounting firm and recommends to the Board the appointment of our independent registered public accounting firm.

The members of our Audit Committee are Jim Hinrichs, Niamh Pellegrini and Shaden Marzouk. Mr. Hinrichs is the chair of our Audit Committee. The composition of our Audit Committee meets the requirements for independence under the current Nasdaq listing standards and SEC rules and regulations, including independence requirements specific to members of the audit committee of the board of directors of a listed company. Each member of our Audit Committee is financially literate. In addition, our Board of Directors has determined that all three members of our Audit Committee, Jim Hinrichs, Shaden Marzouk and Niamh Pellegrini, are "audit committee financial experts" as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act"). In making that determination, the Board relied on the past business experience of Mr. Hinrichs, Dr. Marzouk and Ms. Pellegrini. Please see the description of their business experience under the heading "Nominees for Director and Continuing Directors". This designation does not impose any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board of Directors. Our Audit Committee is directly responsible for, among other things:

- selecting a firm to serve as the independent registered public accounting firm to audit our financial statements;
- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm and reviewing, with management and that firm, our interim and year-end operating results;

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- establishing procedures for employees to anonymously submit concerns about questionable accounting or audit matters;
- considering the adequacy of our internal controls;
- reviewing material related party transactions or those that require disclosure; and
- approving or, as permitted, pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm.

Our Audit Committee operates under a written charter that satisfies the applicable rules of the SEC and the listing standards of the Nasdaq. In 2021, the Audit Committee met six times. The Audit Committee charter can be found in the Corporate Governance section of the Investors section of our website at <https://ir.acutusmedical.com>. Information on or accessible through our website is not incorporated by reference in this Proxy Statement. The Audit Committee charter grants the Audit Committee authority to obtain, at our expense, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Audit Committee considers necessary or appropriate in the performance of its duties.

As required by its charter, the Audit Committee conducts a self-evaluation at least annually. The Audit Committee also reviews and assesses the adequacy of its charter at least annually and recommends any proposed changes to the Board for its consideration.

The Board annually reviews the Nasdaq listing standards' definition of independence for Audit Committee members and has determined that all members of our Audit Committee are "independent" and "financially literate" under Nasdaq listing standards and that members of the Audit Committee received no compensation from the Company other than for service as a director.

Report of the Audit Committee of the Board of Directors

The Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for the preparation and integrity of the consolidated financial statements and the reporting process, including establishing and monitoring the system of internal financial controls. In this context, during fiscal year 2021, the Audit Committee met and held discussions with management and KPMG, the Company's independent registered public accounting firm. Management has represented to the Audit Committee that the Company's consolidated financial statements for the fiscal year ended December 31, 2021, were prepared in accordance with U.S. generally accepted accounting principles, and the Audit Committee has reviewed and discussed the audited financial statements of the Company with management of the Company and with KPMG. In addition, the Audit Committee has discussed with KPMG the matters required to be discussed by the applicable requirements of the PCAOB AS 1301, Communications with Audit Committees, and the SEC. The Audit Committee has received from KPMG the written disclosures regarding the auditor's independence required by applicable requirements of PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and has discussed with KPMG the independence of KPMG from the Company and its management. The Audit Committee has also concluded that the provision of the non-audit services to the Company in fiscal year 2021 was compatible with KPMG's independence. Based on the foregoing, the Audit Committee has recommended to the Board, and the Board has approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, for filing with the SEC. The Audit Committee and the Board have also recommended the selection of KPMG as the Company's independent registered public accounting firm for the year ending December 31, 2022.

The material in this report is not deemed "soliciting material," is not deemed "filed" with the SEC, is not subject to Regulation 14A or 14C or to the liabilities of Section 18 of the Exchange Act, and is not to be incorporated by reference into any filing of Acutus under the Securities Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

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Respectfully submitted on April 28, 2022 by the members of the Audit Committee of the Board of Directors:

Jim Hinrichs, Chair
Shaden Marzouk
Niamh Pellegrini

Compensation Committee

The members of our Compensation Committee are John Sheridan, Jim Hinrichs and Andrew ElBardissi. John Sheridan is the Chairperson of our Compensation Committee. Each member of this committee is a non-employee director, as defined by Rule 16b-3 promulgated under the Exchange Act, and meets the requirements for independence under the current Nasdaq listing standards and SEC rules and regulations, including independence requirements specific to members of the compensation committee of the board of directors of a listed company. Our Compensation Committee is responsible for, among other things:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and recommending to our Board of Directors the compensation of our directors;
- administering our stock and equity incentive plans;
- reviewing and approving, or making recommendations to our Board of Directors with respect to, incentive compensation and equity plans; and
- reviewing our overall compensation philosophy.

Our Compensation Committee operates under a written charter that satisfies the applicable rules of the SEC and the listing standards of the Nasdaq. During 2021, the Compensation Committee met five times. The Compensation Committee charter can be found in the Corporate Governance section of the Investors section of our website at <https://ir.acutusmedical.com>. Information on or accessible through our website is not incorporated by reference in this Proxy Statement. The Compensation Committee charter grants the Compensation Committee sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser, including the authority to approve the consultant's reasonable compensation. The Compensation Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by Nasdaq rules.

Under the Compensation Committee charter, the Compensation Committee may, in its discretion, delegate its duties to a subcommittee or to the Chair of the Compensation Committee.

As required by its charter, the Compensation Committee conducts a self-evaluation at least annually. The Compensation Committee also annually reviews and assesses the adequacy of its charter and recommends any proposed changes to the Board for its consideration.

Compensation Committee Processes and Procedures

The implementation of our compensation philosophy is carried out under the supervision of the Compensation Committee. The Compensation Committee charter requires that the Compensation Committee meet as often as it determines is appropriate to carry out its responsibilities under the charter. The agenda for each meeting is usually developed by the Chair of the Compensation Committee, in consultation with other Compensation Committee members, management and the Compensation Committee's independent advisors. The Compensation Committee also meets regularly in executive session. However, our President and Chief Executive Officer, our Chief Financial Officer and our General Counsel, in addition to the Compensation Committee's independent advisors, may attend portions of the Compensation Committee meetings for the purpose of providing analysis and information to assist management with their recommendations on various compensation matters. Management does not participate in the executive sessions of the Compensation Committee.

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In 2021, the Compensation Committee engaged Compensia (“Compensia”) as an independent adviser to the Compensation Committee. That year, Compensia conducted analysis and provided advice on, among other things, appropriate equity compensation for our executive officers, including our Chief Executive Officer and Chief Financial Officer. Compensia reported directly to the Compensation Committee, which retained sole authority to direct the work of and engage Compensia. As part of its analysis, Compensia collected and analyzed compensation information from a peer group of comparable public companies. The Compensation Committee considered this report when making its determinations regarding executive compensation in 2021, as detailed below in the section titled “Executive Compensation”.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is generally responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance and overseeing the Company’s Corporate Governance Guidelines. The members of our Nominating and Corporate Governance Committee are David Bonita, Andrew ElBardissi and Shaden Marzouk. David Bonita is the Chairperson of our Nominating and Corporate Governance Committee. David Bonita, Andrew ElBardissi and Shaden Marzouk all meet the requirements for independence under the current Nasdaq listing standards. Our Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying and recommending candidates for membership on our Board of Directors;
- reviewing and recommending our code of conduct and corporate governance guidelines and policies;
- reviewing proposed waivers of the corporate governance guidelines and the code of conduct for directors and executive officers;
- overseeing the process of evaluating the performance of our Board of Directors; and
- assisting our Board of Directors on corporate governance matters.

During 2021, the Nominating and Corporate Governance Committee met five times. Our Nominating and Corporate Governance Committee operates under a written charter that satisfies the applicable rules of the SEC and the listing standards of the Nasdaq. A detailed discussion of the Nominating and Corporate Governance Committee’s procedures for recommending candidates for election as a director appears below under the caption “Procedures of the Nominating and Corporate Governance Committee”.

The Nominating and Corporate Governance Committee charter can be found in the Governance section of the Investors section of our website at <https://ir.acutuslmedical.com>. The Nominating and Corporate Governance Committee charter complies with the guidelines established by Nasdaq. Information on or accessible through our website is not incorporated by reference in this Proxy Statement. The charter of the Nominating and Corporate Governance Committee grants the Nominating and Corporate Governance Committee authority to retain and terminate any advisers, including search firms to identify director candidates, compensation consultants as to director compensation and legal counsel, including sole authority to approve all such advisers’ fees and other retention terms.

Procedures of the Nominating and Corporate Governance Committee

In connection with nominating directors for election at the Annual Meeting and periodically throughout the year, the Nominating and Corporate Governance Committee considers the composition of the Board and each committee of the Board to evaluate its effectiveness and whether changes should be considered to either the Board or any of the committees. In support of this process, the Board has determined that the Board as a whole must have the right diversity, mix of characteristics and skills for the optimal functioning of the Board in its oversight of our Company. The Board considers the following factors and qualifications, without limitation:

- the appropriate size and the diversity of the Board;
- the needs of the Board with respect to the particular talents and experience of its directors;

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- the knowledge, skills and experience of nominees, including experience in the industry in which the Company operates, business, finance, management or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- familiarity with domestic and international business matters;
- familiarity and experience with legal and regulatory requirements; and
- experience with accounting rules and practices.

Pursuant to the Nominating and Corporate Governance Committee charter, the Nominating and Corporate Governance Committee intends to periodically review the composition of the Board in light of current challenges and needs of the Board and the Company and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, skills, background and experience. Although the Nominating and Corporate Governance Committee does not have a formal policy regarding diversity on the Board, the Nominating and Corporate Governance Committee is sensitive to the importance of nominating persons with different perspectives and experience to enhance the deliberation and decision-making processes of the Board. The Nominating and Corporate Governance Committee also considers applicable laws and regulations, such as legislation in California which requires exchange-listed companies headquartered in California with boards with six or more members to have a minimum of three women directors by December 31, 2022, boards with between five and eight members to have a minimum of two directors from an underrepresented community by December 31, 2022 and boards with nine or more members to have a minimum of three directors from underrepresented communities by December 31, 2022.

Once the Nominating and Corporate Governance Committee and the Board determine that it is appropriate to add a new director, either as a replacement or as a new position, the Nominating and Corporate Governance Committee uses a flexible set of procedures in selecting individual director candidates. This flexibility allows the Nominating and Corporate Governance Committee to adjust the process to best satisfy the objectives it is attempting to accomplish in any director search. The first step in the general process is to identify the type of candidate the Nominating and Corporate Governance Committee may desire for a particular opening, including establishing the specific target skill areas, experiences and backgrounds that are to be the focus of a director search. The Nominating and Corporate Governance Committee may consider candidates recommended by management, by members of the Nominating and Corporate Governance Committee, by the Board, by stockholders or by a third party it may engage to conduct a search for possible candidates. In considering candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate.

In order for a stockholder to have a candidate considered by the Nominating and Corporate Governance Committee, a stockholder should submit a written recommendation that includes (A) as to each person whom the stockholder proposes to nominate for election or reelection as director, (1) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and (2) a reasonably detailed description of any compensatory, payment or other financial agreement, arrangement or understanding that such person has with any other person or entity other than the Company including the amount of any payment or payments received or receivable thereunder, in each case in connection with candidacy or service as a director of the Company, and (B) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, (1) the name and address of such stockholder (as they appear on the Company's books) and any such beneficial owner; (2) for each class or series, if any, the number of shares of capital stock of the Company that are held of record or are beneficially owned by such stockholder and by any such beneficial owner; (3) a description of any agreement, arrangement or understanding between or among such stockholder and any such beneficial owner, any of their respective affiliates or associates, and any other person or persons (including their names) in connection with the proposal of such nomination or other business; (4) a description of

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any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or any such beneficial owner or any such nominee with respect to the Company's securities; (5) a representation that the stockholder is a holder of record of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting; (6) a representation as to whether such stockholder or any such beneficial owner intends or is part of a group that intends to (i) deliver a proxy statement and/or form of proxy to holders of at least the percentage of the voting power of the Company's outstanding capital stock required to approve or adopt the proposal or to elect each such nominee and/or (ii) otherwise to solicit proxies from stockholders in support of such proposal or nomination; (7) any other information relating to such stockholder, beneficial owner, if any, or director nominee or proposed business that would be required to be disclosed in a proxy statement or other filing required to be made in connection with the solicitation of proxies in support of such nominee or proposal pursuant to Section 14 of the Exchange Act; and (8) such other information relating to any proposed item of business as the Company may reasonably require to determine whether such proposed item of business is a proper matter for stockholder action. Stockholder recommendations should be addressed to the Nominating and Corporate Governance Committee in care of our Secretary at 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008.

Once candidates are identified, the Nominating and Corporate Governance Committee conducts an evaluation of qualified candidates. The evaluation generally includes interviews and background and reference checks. There is no difference in the evaluation process of a candidate recommended by a stockholder as compared to the evaluation process of a candidate identified by any of the other means described above. In identifying and evaluating potential nominees to serve as directors, the Nominating and Corporate Governance Committee will examine each nominee on a case-by-case basis regardless of who recommended the nominee and take into account all factors it considers appropriate.

If the Nominating and Corporate Governance Committee determines that a candidate should be nominated as a candidate for election to the Board, the candidate's nomination is then recommended to the Board, and the directors may in turn conduct their own review to the extent they deem appropriate. When the Board has agreed upon a candidate, such candidate is recommended to the stockholders for election at an annual meeting of stockholders or appointed as a director by a vote of the Board as appropriate.

Each of the current Class II directors have been recommended by the Nominating and Corporate Governance Committee to the Board for reelection as our directors at the Annual Meeting, and the Board has approved such recommendations.

Stockholder Communications with the Board of Directors

Our relationship with our stockholders is an important part of our corporate governance program. Engaging with our stockholders helps us to understand how they view us, to set goals and expectations for our performance, and to identify emerging issues that may affect our strategies, corporate governance, compensation practices or other aspects of our operations. Our stockholder and investor outreach include investor road shows, analyst meetings, and investor conferences and meetings. We also communicate with stockholders and other stakeholders through various media, including our annual report and SEC filings, proxy statement, news releases and our website. Our conference calls for quarterly earnings releases are open to all. These calls are available in real time and as archived webcasts on our website for a period of time.

The Board has adopted a process for stockholders and others to send communications to the Board or any director. All such communications should be sent by mail addressed to the Board or any particular director at 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008, c/o Tom Sohn, Senior Vice President, General Counsel & Secretary. All communications received by Mr. Sohn will be sent directly to the Board or any particular director.

Code of Business Conduct and Ethics

Our Board of Directors has adopted a code of ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer and other executive and senior financial officers. The full text of our code of business conduct and ethics is available in the Corporate Governance section of the Investors section of our website at <https://ir.acutusmedical.com>. Information on or accessible through our website is not incorporated by reference in this Proxy Statement. We intend to disclose future amendments to our code of business conduct and ethics, or any waivers of such code, on our website or in public filings.

PROPOSAL NO. 2: RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ACUTUS

On April 26, 2022, the Board selected and approved of KPMG as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. KPMG has served as our independent registered public accounting firm since 2015. Representatives of KPMG plan to attend the Annual Meeting and will be available to answer appropriate questions from stockholders. They will have the opportunity to make a statement if they desire to do so.

Neither our Bylaws nor other governing documents or law require stockholder ratification of the selection of KPMG as the Company's independent registered public accounting firm. However, the Board is submitting the selection of KPMG to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Board will reconsider whether to retain KPMG. Even if the selection is ratified, the Board in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if the Board determines that such a change would be in the best interest of the Company and its stockholders.

Independent Registered Public Accounting Firm

The following is a summary of the fees and services provided by KPMG to the Company for fiscal years 2021 and 2020:

<u>Description of Services Provided by KPMG</u>	<u>Fiscal Year Ended</u> <u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
Audit Fees(1)	\$ 1,386,500	\$ 1,887,000
Audit Related Fees	\$ —	\$ —
Tax Fees(2)	\$ 104,500	\$ 78,750
All Other Fees	\$ —	\$ —
TOTAL	\$ 1,313,717	\$ 1,965,750

- (1) Audit fees for KPMG for 2021 and 2020 were for professional services rendered for the audits of our financial statements, review of interim financial statements, assistance with registration statements filed with the SEC and services that are normally provided by KPMG in connection with statutory and regulatory filings or engagements. Fees for the year ended December 31, 2020 included \$900,000 billed in connection with our initial public offering in August 2020. Fees for the year ended December 31, 2021 included \$175,000 billed in connection with our secondary public offering in July 2021.
- (2) Tax fees for KPMG for 2020 and 2021 were for tax advice and compliance.

The Audit Committee or delegate thereof pre-approves the scope of the audit, audit-related and tax services provided by our independent registered public accounting firm, as well as all associated fees and terms, pursuant to pre-approval policies and procedures established by the Audit Committee. The Audit Committee evaluates the independent registered public accounting firm's qualifications, performance and independence, and presents its conclusions to the full Board on at least an annual basis.

All of the services provided by KPMG since our initial public offering in August 2020, and fees for such services, were pre-approved by the Audit Committee in accordance with these standards.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL NO. 2.

**OTHER INFORMATION RELATED TO ACUTUS,
THE DIRECTORS AND EXECUTIVE OFFICERS**

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information known to us regarding beneficial ownership of our common stock as of December 31, 2021 by:

- each person whom we know to own beneficially more than 5% of our common stock;
- each of our directors and named executive officers individually; and
- all of our directors and executive officers as a group.

In accordance with the rules of the SEC, beneficial ownership includes voting or investment power with respect to securities and includes the shares issuable pursuant to stock options that are exercisable within 60 days of December 31, 2021. Shares issuable pursuant to stock options are deemed outstanding for computing the percentage of the person holding such options but are not outstanding for computing the percentage of any other person. The percentage ownership of our common stock in the “Shares Beneficially Owned” column in the table is based on 27,957,223 shares of our common stock issued and outstanding as of December 31, 2021.

Unless otherwise indicated, the mailing address of each of the stockholders below is c/o Acutus Medical, Inc., 2210 Faraday Ave., Suite 100, Carlsbad, CA 92008. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock.

Name of Beneficial Owner	Shares Beneficially Owned	
	Shares	Percentage
5% and Greater Stockholders:		
Entities affiliated with OrbiMed Advisors (1)	2,648,386	9.5%
Entities affiliated with Deerfield Management Company, L.P.(2)	2,654,612	9.5%
Advent Life Sciences(3)	1,619,371	5.8%
Capital World Investors(4)	1,600,000	5.7%
Named Executive Officers and Directors:		
Vince Burgess(5)	719,573	2.6%
David Roman	—	*
Steve McQuillan(6)	166,597	*
R. Scott Huenekens	567,509	2.0%
David Bonita, M.D(7)	6,967	*
Andrew ElBardissi, M.D.(8)	6,967	*
Jim Hinrichs(9)	84,998	*
Niamh Pellegrini	—	*
Shaden Marzouk, M.D(10)	6,967	*
Daniella Cramp(11)	4,931	*
John Sheridan	4,400	*
All executive officers and directors as a group (11 persons)(12)	6,800,682	24.3%

* Represents less than 1% of Acutus’ outstanding common stock.

(1) Number of shares based solely on information reported on Schedule 13D/A filed with the SEC on November 18, 2021, reporting beneficial ownership as of November 12, 2021 by OrbiMed Advisors LLC (“OrbiMed Advisors”), OrbiMed ROF II LLC (“OrbiMed ROF”) and OrbiMed Capital GP IV LLC (“OrbiMed GP” and, together with OrbiMed Advisors and OrbiMed ROF, “OrbiMed”). As of the date of the 13D/A, OrbiMed Private Investments IV, LP (“OPI IV”), a limited partnership organized under the laws of Delaware, held 2,076,139 shares of our common stock. In addition, OPI IV owned warrants to purchase 60,339 shares of our common stock, and 2,795.886 shares of our Series A Common Equivalent Preferred

Stock (“Series A Preferred Stock”) that are convertible into 2,795,886 shares of our common stock. As OPI IV is prohibited from exercising the warrants and converting the Series A Preferred Stock to the extent that, upon conversion, the number of shares of our common stock beneficially owned by the holder, together with its affiliates and any other person or entity with which the holder would constitute a Section 13(d) “group,” would exceed 4.9% of the total number of shares of our common stock then outstanding (the “OrbiMed Ownership Cap”), OPI IV disclaims beneficial ownership of the shares of our common stock underlying the warrants and Series A Preferred Stock. OrbiMed GP is the general partner of OPI IV, pursuant to the terms of the limited partnership agreement of OPI IV, and OrbiMed Advisors is the managing member of OrbiMed GP, pursuant to the terms of the limited liability company agreement of OrbiMed GP. As a result, OrbiMed Advisors and OrbiMed GP share power to direct the vote and disposition of the shares held by OPI IV and may be deemed directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of the shares held by OPI IV. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPI IV. As of the date of the 13D/A, OrbiMed Royalty Opportunities II, LP (“ORO II”), a limited partnership organized under the laws of Delaware, held 572,247 shares of our common stock. In addition, ORO II owns warrants to purchase 272,228 shares of our common stock, and 1,105.114 shares of our Series A Preferred Stock that are convertible into 1,105,114 shares of our common stock. As ORO II is prohibited from exercising the warrants and converting the Series A Preferred Stock unless the OrbiMed Ownership Cap would not be exceeded, ORO II disclaims beneficial ownership of the shares of our common stock underlying the warrants and Series A Preferred Stock. OrbiMed ROF is the general partner of ORO II, pursuant to the terms of the limited partnership agreement of ORO II, and OrbiMed Advisors is the managing member of OrbiMed ROF, pursuant to the terms of the limited liability company agreement of OrbiMed ROF. As a result, OrbiMed Advisors and OrbiMed ROF share power to direct the vote and disposition of the shares of our common stock held by ORO II and may be deemed directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of the shares of our common stock held by ORO II. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by ORO II. The address for the OrbiMed reporting persons is 601 Lexington Avenue, 54th floor, New York, New York 10022.

- (2) Number of shares (excluding shares held by Andrew ElBardissi) based solely on information reported on Schedule 13D/A filed with the SEC on August 26, 2021, reporting beneficial ownership as of August 23, 2021 by Deerfield Mgmt III, L.P. (“Deerfield Mgmt III”), Deerfield Private Design Fund III, L.P. (“Deerfield Private Design Fund III”), Deerfield Mgmt, L.P. (“Deerfield Mgmt”), Deerfield Partners, L.P. (“Deerfield Partners”), Deerfield Management Company, L.P. (“Deerfield Management”) and James E. Flynn (collectively, the “Deerfield Funds”). Shares are comprised of an aggregate of (i) 2,648,386 shares of our common stock held by Deerfield Private Design Fund III and Deerfield Partners and (ii) 6,226 shares of common stock underlying stock options held by Andrew ElBardissi which are exercisable or will become exercisable within 60 days of December 31, 2021, which options are held for the benefit and at the direction of Deerfield Management. Excludes an aggregate of 2,764,841 shares of our common stock issuable upon conversion of 2,764.8410 shares of our Series A Preferred Stock and an aggregate of 434,114 shares of our common stock issuable upon exercise of warrants held by Deerfield Private Design Fund III and Deerfield Partners. The terms of the Series A Preferred Stock and provisions of the warrants restrict the conversion of such shares or the exercise of such warrants, as applicable, to the extent that, upon such conversion or exercise, the number of shares of common stock then beneficially owned by the holder and its affiliates and any other person or entities with which such holder would constitute a Section 13(d) “group” would exceed 4.9% of the total number of shares of our common stock then outstanding (the “Deerfield Ownership Cap”). Accordingly, the reporting person disclaims beneficial ownership of the shares of our common stock issuable upon conversion of the Series A Preferred Stock and the exercise of such warrants to the extent that upon such conversion or exercise the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Deerfield Ownership Cap. Mr. Flynn is the managing member of the general partner of each of Deerfield Mgmt, Deerfield Mgmt III and Deerfield Management.

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Deerfield Mgmt III is the general partner of Deerfield Private Design Fund III and Deerfield Mgmt is the general partner of Deerfield Partners. Deerfield Management is the investment manager of the Deerfield Funds. The address for Deerfield Management Company, L.P. is 345 Park Avenue, 12th Floor, New York, NY 10010.

- (3) Number of shares based solely on information reported on Schedule 13G/A filed with the SEC on February 14, 2022 by Advent Life Sciences LLP (“Advent”), Advent Life Sciences Fund I LP (the “Advent Fund”), and Shahzad Malik, who was as of December 31, 2021 a general partner of Advent (collectively with Advent and Advent Fund, “Advent Life Sciences”), reporting beneficial ownership as of December 31, 2021. Dr. Malik ceased to be a member of our Board of Directors effective as of August 10, 2021. As of December 31, 2021, Advent was the beneficial owner of 65,436 shares of our common stock, the Advent Fund was the beneficial owner of 1,551,713 shares of our common stock and Dr. Malik was the beneficial owner of 2,222 shares of our common stock. By virtue of the affiliate relationships among the Advent Life Sciences reporting persons, as of December 31, 2021, each of Advent and the Advent Fund may be deemed to beneficially own in the aggregate 1,617,149 shares of our common stock and Dr Malik may be deemed to beneficially own 1,619,371 shares of our common stock. Each Advent Life Sciences reporting person disclaims beneficial ownership of the shares of our common stock except to the extent of any pecuniary interest therein. The mailing address of Advent Life Sciences reporting persons is 27 Fitzroy Square, London, United Kingdom W1T 6ES.
- (4) Number of shares based solely on information reported on Schedule 13G filed with the SEC on February 11, 2022 by Capital World Investors, reporting beneficial ownership as of December 31, 2021. Capital World Investors is an investment adviser that, with affiliated investment entities, is a division of Capital Research and Management Company. According to the Schedule 13G, Capital World Investors has sole investment and voting power with respect to all of such shares. The address for Capital World Investors is 333 South Hope Street, 55th Floor, Los Angeles, California 90071.
- (5) Consists of (i) 5,556 shares owned directly by Mr. Burgess and (ii) 714,017 shares underlying options exercisable within 60 days of December 31, 2021.
- (6) Consists of (i) 1,250 shares owned directly by Mr. McQuillan and (ii) 165,347 shares underlying options exercisable within 60 days of December 31, 2021.
- (7) Consists of (i) 741 shares owned directly by Dr. Bonita and (ii) 6,226 shares underlying options exercisable within 60 days of December 31, 2021.
- (8) Consists of (i) 741 shares owned directly by Dr. ElBardissi and (ii) 6,226 shares underlying options exercisable within 60 days of December 31, 2021.
- (9) Consists of (i) 1,111 shares owned directly by Mr. Hinrichs, (ii) 64,999 shares held of record by Hinrichs Joint Revocable Trust DTD 9/20/2013 and (iii) 18,888 shares underlying options exercisable within 60 days of December 31, 2021.
- (10) Consists of (i) 741 shares owned directly by Dr. Marzouk and (ii) 6,226 shares underlying options exercisable within 60 days of December 31, 2021.
- (11) Consists of (i) 1,608 shares owned directly by Ms. Cramp and (ii) 3,323 shares underlying options exercisable within 60 days of December 31, 2021.
- (12) Includes 920,253 shares underlying options exercisable within 60 days of December 31, 2021.

Information about Our Executive Officers

The following table sets forth certain information concerning our executive officers as of the date of this Proxy Statement:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Vince Burgess	57	President, Chief Executive Officer & Director
David Roman	40	SVP, Chief Financial Officer
Steven McQuillan	59	SVP, Regulatory, Clinical Affairs & Quality Assurance

There are no family relationships between any of our directors and any of our executive officers.

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Mr. Burgess' biography can be found on page 13 of this Proxy Statement with the biographies of the other members of the Board. Biographies for our other executive officers are below.

David Roman. Mr. Roman joined Acutus in March 2021 as our Chief Financial Officer. Mr. Roman most recently served as Vice President, Strategy and FP&A for Baxter International, Inc., from September 2019 to February 2021. Mr. Roman joined Baxter in October 2016 as its Vice President, Strategy, Hospital Products. From March 2017 to September 2019, Mr. Roman served as Baxter's Vice President, Strategy, Global Business and expanded his responsibilities to lead FP&A in 2019. Previously, Mr. Roman was with Goldman Sachs & Co., Inc. from May 2009 to October 2016, most recently as a managing director, Global Investment Research Division. He covered the medical products industry during his time at Goldman Sachs. Mr. Roman earned a Bachelor of Arts, French with an Honors Thesis in European Union Expansion & Monetary Policy from the University of Pennsylvania.

Steven McQuillan. Mr. McQuillan has served as our Senior Vice President, Regulatory, Clinical Affairs & Quality Assurance since September 2015. Prior to joining Acutus, Mr. McQuillan served as Senior Vice President, Regulatory and Clinical Affairs of St. Jude Medical, Inc., a medical device company, from January 2014 to September 2015 and as Vice President, Clinical Operations and Regulatory Affairs of Spinal Modulation, Inc., a medical device company, from March 2012 to January 2014. Mr. McQuillan received a B.A. in Engineering Statistics and a B.A. in Biostatistics from the University of Minnesota.

Legal Proceedings

The Company and certain of its current officers have been named as defendants in two putative securities class action lawsuits filed by putative stockholders in the United States District Court for the Southern District of California (case numbers 22CV206 and 22CV0388). The plaintiffs allege violations of Section 10(b) of the Exchange Act and Rule 10b-5, and Section 20(a) of the Exchange Act. The complaints allege that the defendants made false and misleading statements about the Company's business, prospects and operations. The putative claims are based upon statements made in filings made by the Company with the SEC, press releases and on earnings calls between May 13, 2021 and November 11, 2021. The lawsuits seek, among other relief, a determination that the alleged claims may be asserted on a class-wide basis, unspecified compensatory damages, attorney's fees, other expenses and costs. The Company expects the lawsuits to be consolidated and is defending the actions.

There are no other material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

EXECUTIVE COMPENSATION

Our named executive officers ("NEOs") for fiscal 2021, who consist of our principal executive officer and the next two most highly compensated executives, are:

- Vince Burgess, our President and Chief Executive Officer;
- David Roman, our SVP, Chief Financial Officer;
- Steve McQuillan, our SVP, Regulatory, Clinical Affairs & Quality Assurance

As an emerging growth company, we have opted to comply with the executive compensation disclosure rules applicable to emerging growth companies pursuant to the JOBS Act, which require compensation disclosure for our principal executive officer and the two most highly compensated executive officers other than our principal executive officer.

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The following table discloses compensation paid by us during fiscal 2021 and 2020 to our NEOs:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
Vince Burgess	2021	496,042	86,909	615,588	1,436,138	549	2,635,226
President and CEO	2020	392,083	188,750	399,996	5,590,677	435	6,571,941
David Roman(5)	2021	300,833	135,840	499,997	699,874	242,729	1,879,273
Chief Financial Officer							
Steve McQuillan	2021	330,000	37,125	134,988	314,937	435	817,485
SVP, Regulatory, Clinical Affairs & Quality Assurance							

- (1) For Messrs. Burgess, Roman and McQuillan, payments of the 2021 and 2020 annual bonuses were made in the first quarter of 2022 and 2021, respectively. For Mr. Roman, the amount includes a \$100,000 signing bonus paid in 2021. The determined figures represent bonuses payable to our NEOs under our short-term cash incentive bonus program for executives, as described under “—Short-Term Cash Incentive Program,” below.
- (2) These figures reflect the aggregate grant date fair value of restricted stock units granted in the fiscal year, computed in accordance with the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 718. Assumptions used in the calculation of these amounts are included in the notes to our fiscal year 2021 audited consolidated financial statements. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (3) These figures reflect the aggregate grant date fair value of stock options granted in the fiscal year, computed in accordance with the provisions of FASB ASC 718. Assumptions used in the calculation of these amounts are included in the notes to our fiscal year 2021 audited consolidated financial statements. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (4) The amounts in this column represent premiums paid by the Company for life insurance benefits. In addition, for Mr. Roman, this column includes \$242,366 in relocation benefits including payment for home closing costs on the sale of Mr. Roman’s primary residence in Illinois and home closing costs on the purchase of a new residence in California.
- (5) Mr. Roman joined the Company in March 2021.

Cash Compensation

Base Salary

The NEOs receive base salaries to compensate them for services rendered to the Company. The base salaries are intended to provide a fixed component of compensation that is commensurate with each executive’s experience, role and responsibilities. The amount that each NEO received in base salary for 2021 is set forth in the Summary Compensation Table above.

Short-Term Cash Incentive Program

We maintain an annual bonus program that rewards each of our NEOs for our performance against business goals, and for the officer’s performance against his or her individual goals. Our Board of Directors establishes performance goals for this program each year and then evaluates performance to these established goals to determine the amount of each award. This program is based on performance over a calendar year and pays out on or before March 15 of the following year, subject to the NEO’s continued service through the payment date. All awards under this program are subject to management discretion.

Executive Officer Offer Letters and Employment Arrangements

We have entered into employment agreements with each of our NEOs, the key terms of which are described below. In addition, as a condition of employment, each of our NEOs has also entered into our standard, at-will employment, confidential information, invention assignment and arbitration agreement. Under these agreements, each officer has made a covenant not to solicit our employees, both during the officer's employment and for the 12-month period following termination of employment for any reason.

Vince Burgess

We are party to an employment agreement dated as of October 14, 2019 with Mr. Burgess, our President and Chief Executive Officer. This agreement does not have a specific term and provides that Mr. Burgess is an at-will employee. Mr. Burgess' current base salary is \$515,000 and his current annual target under our annual cash incentive program is 75% of his annual base salary. Mr. Burgess is eligible for severance benefits under his current employment agreement, subject to his execution of a general release in our favor, as more fully described in "Potential Payments upon Termination or Change of Control".

David Roman

We are party to an employment agreement dated as of March 1, 2021 with David Roman, our Chief Financial Officer. This agreement does not have a specific term and provides that Mr. Roman is an at-will employee. Mr. Roman's current base salary is \$380,000 and his current annual target under our annual cash incentive program is 50% of his annual base salary. Mr. Roman is eligible for severance benefits under his current employment agreement, subject to his execution of a general release in our favor, as more fully described in "Potential Payments upon Termination or Change of Control".

Steve McQuillan

We are party to an employment agreement dated as of August 5, 2020 with Mr. McQuillan, our Senior Vice President, Regulatory, Clinical Affairs & Quality Assurance. This agreement does not have a specific term and provides that Mr. McQuillan is an at-will employee. Mr. McQuillan's current base salary is \$330,000 and his current annual target under our annual cash incentive program is 50% of his annual base salary. Mr. McQuillan is eligible for severance benefits under his current employment agreement, subject to his execution of a general release in our favor, as more fully described in "Potential Payments upon Termination or Change of Control".

Potential Payments upon Termination or Change of Control

We provide the following severance benefits to our NEOs in the event of a qualifying termination of employment under the terms of their employment agreements.

Vince Burgess

In the event of Mr. Burgess's termination of employment by the Company without cause or by Mr. Burgess for good reason, outside of the period starting 90 days prior to a change in control and ending 12 months following a change in control (such period, the "Change in Control Period"), Mr. Burgess is entitled to the following severance payments: 100% of his base salary, paid over a 12-month period following his termination; 12 months of reimbursement for COBRA continuation premiums, and a pro-rated bonus at the target level for the year of termination, all subject to Mr. Burgess' general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

In the event of Mr. Burgess's termination of employment by the Company without cause or by Mr. Burgess for good reason within the Change in Control Period, Mr. Burgess is entitled to the following severance payments: a lump sum payment equal to 150% of the sum of (i) his base salary plus (ii) his target bonus amount; 18 months of reimbursement for COBRA continuation premiums; a pro-rated bonus at the target level for the

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year of termination; and accelerated vesting of any outstanding equity awards (with any performance conditions being deemed satisfied at 100%), all subject to Mr. Burgess's general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

In the event that Mr. Burgess remains employed with a successor employer through the six-month anniversary of a change in control, his Company equity awards will all become wholly vested, with any performance conditions deemed satisfied at 100%.

David Roman

In the event of Mr. Roman's termination of employment by the Company without cause or by Mr. Roman for good reason outside of the Change in Control Period, Mr. Roman is entitled to the following severance payments: a lump sum payment equal to nine months of his base salary; and nine months of reimbursement for COBRA continuation premiums, all subject to Mr. Roman's general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

In the event of Mr. Roman's termination of employment by the Company without cause or by Mr. Roman for good reason within the Change in Control Period, Mr. Roman is entitled to the following severance payments: a lump sum payment equal to 100% of the sum of (i) his base salary plus (ii) his target bonus amount; 12 months of reimbursement for COBRA continuation premiums; and accelerated vesting of any outstanding equity awards (with any performance awards being treated in accordance with the applicable award agreement), all subject to Mr. Roman's general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

Steve McQuillan

In the event of Mr. McQuillan's termination of employment by the Company without cause or by Mr. McQuillan for good reason, outside of the Change in Control Period, Mr. McQuillan is entitled to the following severance payments: 50% of his base salary, paid over a six-month period following his termination; and six months of reimbursement for COBRA continuation premiums, all subject to Mr. McQuillan's general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

In the event of Mr. McQuillan's termination of employment by the Company without cause or by Mr. McQuillan for good reason within the Change in Control Period, Mr. McQuillan is entitled to the following severance payments: a lump sum payment equal to 100% of the sum of (i) his base salary plus (ii) his target bonus amount; 12 months of reimbursement for COBRA continuation premiums; a pro-rated bonus at the target level for the year of termination; and accelerated vesting of any outstanding equity awards (with any performance conditions being deemed satisfied at 100%), all subject to Mr. McQuillan's general release of the Company and its affiliates and agreement not to disparage the Company or solicit its employees.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information concerning unexercised options, stock that has not vested and equity incentive plan awards for the executive officers named in the Summary Compensation Table as of the end of our fiscal year ended December 31, 2021.

Outstanding Equity Awards at 2021 Fiscal Year End

Name	Option Awards					Restricted Stock Unit Awards	
	Vesting Commencement Date	Numbers of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price(1) (\$)	Option Expiration Date	Numbers of Securities Underlying Unvested Restricted Stock Units(5) (#)	Market or Payout Value of Outstanding Restricted Stock Units(6) (\$)
Vince Burgess	7/1/2013	35,993	—	\$ 4.09	9/19/2023	—	—
	9/19/2017	28,946	—	\$ 8.08	9/22/2027	—	—
	1/1/2018	340,289	22,686(2)	\$ 10.31	10/17/2028	—	—
	10/14/2019	222,480	188,095(3)	\$ 14.81	3/4/2030	—	—
	8/5/2020	41,514	83,028(4)	\$ 18.00	8/5/2030	—	—
	8/5/2020	—	—	—	—	16,666	\$ 56,861
	4/1/2021	—	158,691(4)	\$ 13.66	4/1/2031	—	—
	4/1/2021	—	—	—	—	45,065	\$ 153,672
David Roman	4/1/2021	—	77,335(4)	\$ 13.66	4/1/2031	—	—
	4/1/2021	—	—	—	—	36,603	\$ 124,816
Steve McQuillan	9/22/15	55,459	—	\$ 7.69	4/8/2026	—	—
	4/8/2016	33,795	—	\$ 7.69	4/8/2026	—	—
	9/14/2017	46,035	—	\$ 8.08	9/19/2027	—	—
	9/10/2019	18,202	14,168(4)	\$ 13.38	9/10/2029	—	—
	8/5/2020	9,340	18,682(4)	\$ 18.00	8/5/2030	—	—
	8/5/2020	—	—	—	—	3,750	\$ 12,788
	4/1/2021	—	34,800(4)	\$ 13.66	4/1/2031	—	—
	4/1/2021	—	—	—	—	9,882	\$ 33,698

- (1) The exercise price for each option is the fair market value of our common stock on the date of grant, as determined by our Board of Directors.
- (2) This option vests over four years from the vesting commencement date, with 1/16 vesting on each quarterly anniversary of the vesting commencement date, subject to continued service through each such vesting date.
- (3) This option vests over four years from the vesting commencement date in 48 equal monthly installments, subject to continued service through each such vesting date.
- (4) This option vests over four years from the vesting commencement date, with 1/4 vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 36 equal monthly installments, subject to continued service through each such vesting date.
- (5) One-fourth (1/4th) of the restricted stock unit (“RSU”) award will be scheduled to vest on each of the first four anniversaries of the vesting commencement date, in each case, subject to the recipient’s continued employment through the applicable vesting date.
- (6) Based on the closing price of our common stock on The Nasdaq Global Select Market on December 31, 2021: \$3.41 per share.

Employee Benefit and Stock Plans

Our NEOs are entitled to participate in our compensation and benefits plans as described below.

2020 Equity Incentive Plan

In August 2020, our Board of Directors adopted and our stockholders approved our 2020 Equity Incentive Plan (the “2020 Plan”), which became effective in connection with our initial public offering in August 2020. Our 2020 Plan replaced our 2011 Equity Incentive Plan (the “2011 Plan”). Following the effectiveness of the 2020 Plan, no further equity awards may be granted under our 2011 Plan. The 2020 Plan provides for the grant of

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incentive stock options (“ISOs”), nonstatutory stock options, stock appreciation rights, restricted stock, RSUs, stock appreciation, performance units, performance shares and other equity-based awards. ISOs may be granted only to employees. All other awards may be granted to employees, directors and consultants.

Our Board of Directors, or one or more duly authorized committees thereof, have the authority to administer the 2020 Plan. Unless the terms of an optionholder’s stock option agreement provide otherwise, if an optionholder’s service relationship with us ceases for any reason other than disability or death, the optionholder may generally exercise any vested options for a period of three months following the cessation of service. In the event of certain corporate transactions specified in our 2020 Plan, including a merger or change of control, as defined in our 2020 Plan, the administrator may, in its discretion, take certain actions with respect to outstanding awards, including the continuation or assumption of awards.

Employee Stock Purchase Plan

In August 2020, our Board of Directors adopted, and our stockholders approved, our Employee Stock Purchase Plan (the “ESPP”), which became effective in connection with our initial public offering in August 2020. Our Board of Directors, or one or more duly authorized committees thereof, have the authority to administer the ESPP. Each eligible employee who is a participant in the ESPP may purchase shares of our common stock by authorizing payroll deductions at a minimum of 1% and up to 10% of his or her eligible compensation for each pay period.

Offering periods under the ESPP are six months in duration, commencing on February 1 and August 1 and ending on the following July 31 or January 31. The purchase price per share of our common stock under the ESPP is equal to 85% of the fair market value of the common stock on either the first or the last day of the offering period, whichever is lower, or such higher price for any given offering period as may be determined by the administrator, provided that no more than 1,250 shares of our common stock or such other lesser maximum number established by the plan administrator may be purchased by any one employee during each offering period. Under applicable tax rules, an employee may purchase no more than \$25,000 worth of common stock, valued at the start of the purchase period, under the ESPP in any calendar year.

An employee’s rights under the ESPP terminate upon voluntary withdrawal from the plan or when the employee ceases employment for any reason. Prior to the effective time of any corporate transaction, as defined in the ESPP, the ESPP will terminate and shares will be purchased prior to the effective time as determined by the plan administrator, unless the ESPP is continued by the Company or assumed by the surviving corporation.

2011 Equity Incentive Plan

Our Board of Directors approved our 2011 Plan in March 2011 and it was amended in September 2019. The 2011 Plan provided for grants of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards and RSUs to employees, directors or consultants. In connection with our initial public offering, our 2011 Plan was terminated and no further equity awards may be granted under our 2011 Plan. Any awards forfeited under our 2011 Plan will be added back to our share reserve under our 2020 Plan.

Each stock option granted under our 2011 Plan will become exercisable upon vesting, and will remain exercisable until its termination date on the tenth anniversary of the award, or, if earlier, until the day that is three months after the recipient ceases to be a service provider due to death or disability, or the day that is three months after the recipient ceases to be a service provider for any other reason.

In the event of certain corporate transactions specified in the 2011 Plan, including a merger or change of control, as defined in the 2011 Plan, the administrator may, in its discretion, take certain actions with respect to outstanding awards, including the continuation or assumption of awards.

Defined Contribution Plan

We currently maintain a 401(k) retirement savings plan (the “401(k) plan”) for our employees, including our NEOs, who satisfy certain eligibility requirements. The 401(k) plan is intended to qualify as a tax-qualified plan under Section 401(k) of the Internal Revenue Code (the “Code”). Our NEOs are eligible to participate in the 401(k) plan on the same basis as our other employees. The Code allows eligible employees to defer a portion of their compensation, within prescribed limits, on a pre-tax basis through contributions to the 401(k) plan. We reserve the right to make discretionary matching contributions or non-elective contributions under the 401(k) plan. In 2021, we did not provide a matching contribution or a non-elective contribution under the 401(k) plan.

We do not maintain any defined benefit pension plans.

Director Compensation

Our directors play a critical role in guiding our strategic direction and overseeing the management of Acutus. The many responsibilities and risks and the substantial time commitment of being a director require that we provide adequate compensation commensurate with our directors’ workload and opportunity costs. Independent Directors receive a combination of annual cash retainers and annual grants of options or RSUs.

Prior to our initial public offering, we did not historically provide compensation to any member of our Board of Directors who was designated to serve on our Board by one of our significant investors. We did, however, reimburse our non-employee directors for reasonable travel and out-of-pocket expenses incurred in connection with attending Board of Directors and committee meetings. Our one employee director, Mr. Burgess, does not receive additional compensation for his services as a director. For more information on Mr. Burgess’ compensation as an officer, see the section titled “Executive Compensation”. For more information on our non-employee director compensation, see the section titled “Director Compensation in 2021”.

In connection with our initial public offering, we implemented a new compensation policy for our Independent Directors pursuant to which they receive cash payments and are granted equity in the form of options and RSUs. Upon being appointed to our Board of Directors, any new non-employee director receives a nonstatutory stock option with a value of \$140,000 as well as an award of RSUs with a value of \$60,000. Each incumbent non-employee director who is serving as such as of the date of each annual meeting, receives a nonstatutory stock option with a value of \$84,000 and an award of RSUs with a value of \$36,000.

Chairperson Agreement

We have entered into a Chairperson Agreement with Mr. Huennekens under which we have agreed to pay him at a rate of \$500 per hour for his service as Chairperson of our Board. Pursuant to this agreement, we granted Mr. Huennekens an RSU award on June 30, 2019 with respect to 567,509 shares of our common stock. This award is subject to Mr. Huennekens’ continued service through designated vesting dates over a period ending on March 1, 2022 and occurrence of an initial public offering or change in control with respect to the Company within ten years of the date of grant.

Mr. Huennekens’ Chairperson Agreement provides that in the event that Mr. Huennekens’ service is terminated by us without cause or by Mr. Huennekens with good reason, then, subject to Mr. Huennekens’ waiver and release in a form reasonably satisfactory to the Company, his equity compensation awards, which vested in full on March 1, 2022, would become vested and exercisable to the extent they would have become vested and exercisable if he had continued service to the Company for the 12-month period following the date of termination. The agreement also provided that in the event of a change in control (as defined in our 2011 Plan), Mr. Huennekens’ equity compensation awards would become fully vested and exercisable.

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The following table is a summary of the annual cash compensation paid to the directors during 2021 other than Mr. Burgess, who is an executive officer and does not receive any additional compensation for services provided as a director and Mr. Huennekens, who is paid under his Chairperson Agreement described above:

Position	Annual Cash Retainer
Lead Independent Director	\$ 50,000
Board Member	\$ 40,000
Committee Chair	
Audit	\$ 20,000
Compensation	\$ 14,000
Nominating and Corporate Governance	\$ 10,000
Committee Member	
Audit	\$ 10,000
Compensation	\$ 7,000
Nominating and Corporate Governance	\$ 5,000

Director Compensation in 2021

The following table presents the total compensation each of our non-employee directors received during the year ended December 31, 2021.

	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Stock Option Awards (\$)(2)	All Other Compensation (\$)	Total (\$)
R. Scott Huennekens ⁽³⁾	121,000	—	—	—	121,000
David Bonita, M.D.	50,000	29,988	69,988	—	149,976
Andrew ElBardissi, M.D.	52,000	29,988	69,988	—	151,976
Jim Hinrichs	77,000	29,988	69,988	—	176,976
Daniella Cramp ⁽⁴⁾	40,000	59,993	139,990	—	239,983
Niamh Pellegrini ⁽⁵⁾	50,000	59,993	139,984	—	249,977
John Sheridan ⁽⁶⁾	54,000	59,982	139,971	—	253,953
Shaden Marzouk, M.D.	55,000	29,988	69,988	—	154,976
Shahzad Malik, MB BChir ⁽⁷⁾	64,000	29,988	69,988	—	163,976

- (1) These figures reflect the aggregate grant date fair value of restricted stock units granted in the fiscal year, computed in accordance with the provisions of FASB ASC 718. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (2) These figures reflect the aggregate grant date fair value of stock options granted in the fiscal year, computed in accordance with the provisions of FASB ASC 718. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (3) Pursuant to his Chairperson Agreement, Mr. Huennekens was paid at a rate of \$500 an hour for service in 2021 as Chairperson of our Board.
- (4) Ms. Cramp was appointed to the Board effective February 3, 2021.
- (5) Ms. Pellegrini was appointed to the Board effective August 10, 2021.
- (6) Mr. Sheridan was appointed to the Board effective March 17, 2021.
- (7) Dr. Malik resigned as a director effective August 10, 2021.

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As of December 31, 2021, our directors held the following number of RSUs and stock options in the aggregate:

	Stock Options (#)	RSUs (#)
R. Scott Huennekens	—	567,509
David Bonita, M.D.	19,476	4,022
Andrew ElBardissi, M.D.	19,476	4,022
Jim Hinrichs	34,206	2,911
Daniella Cramp ⁽¹⁾	9,972	2,423
Niamh Pellegrini ⁽²⁾	15,191	4,172
John Sheridan ⁽³⁾	10,882	3,147
Shaden Marzouk, M.D.	19,476	4,022
Shahzad Malik, MB BChir ⁽⁴⁾	19,476	4,022

- (1) Ms. Cramp was appointed to the Board effective February 3, 2021.
(2) Ms. Pellegrini was appointed to the Board effective August 10, 2021.
(3) Mr. Sheridan was appointed to the Board effective March 17, 2021.
(4) Dr. Malik resigned as a director effective August 10, 2021.

Equity Compensation Plan Information

The following table provides certain information with respect to all of our equity compensation plans as of December 31, 2021:

Plan	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options ⁽²⁾ (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders ⁽¹⁾	4,776,727	\$ 13.12	1,431,400 ⁽³⁾
Equity compensation plans not approved by stockholders	—	—	—
Total	4,776,727	\$ 13.12	1,431,400

- (1) Includes our 2020 Plan, our 2011 Plan and our ESPP.
(2) Excludes performance-based restricted stock units and RSUs, which have no exercise price.
(3) Includes shares available for issuance under our 2020 Plan and our ESPP. Our 2011 Plan was discontinued in connection with our initial public offering and there are no shares remaining available for issuance under the 2011 Plan. The number of shares available for issuance under our 2020 Plan increases automatically on the first day of each fiscal year of the Company beginning with the 2021 fiscal year and ending with the 2029 fiscal year, in an amount equal to the least of (i) 2,193,360 shares; (ii) 4% of the outstanding shares of our common stock on the last business day of the immediately preceding fiscal year or (iii) such number of shares determined by our Board. The number of shares available for issuance under our ESPP increases automatically on the first day of each fiscal year of the Company beginning with the 2022 fiscal year and ending with the 2029 fiscal year, in an amount equal to the least of (i) 1% of the outstanding shares of our common stock on the last business day of the immediately preceding fiscal year; (ii) 258,042 shares or (ii) such number of shares determined by our Board.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year or currently proposed, to which we were a party or will be a party, in which:

- the amounts involved exceeds \$120,000; and
- any of our directors, executive officers or beneficial holders of more than 5% of any class of our capital stock had or will have a direct or indirect material interest.

Other than as described below, there have not been, nor are there any currently proposed, transactions or series of similar transactions meeting this criteria to which we have been or will be a party other than compensation arrangements, which are described where required under the sections titled “Director Compensation” and “Executive Compensation”.

2019 Credit Agreement

On May 20, 2019, we entered into a credit agreement (the “2019 Credit Agreement”), between us, the lenders party thereto from time to time, OrbiMed Royalty Opportunities II, LP as origination agent and Wilmington Trust, National Association as administrative agent. As of December 31, 2021, we had \$40.0 million in aggregate principal amount of long-term debt outstanding under the 2019 Credit Agreement, and the lenders under the 2019 Credit Agreement were OrbiMed Royalty Opportunities II, LP and Deerfield Private Design Fund III, L.P. Each of OrbiMed Royalty Opportunities II, LP and Deerfield Private Design Fund III, L.P., together with their respective affiliates, are holders of 5% or more of our capital stock. The Company recorded \$5.7 million in interest expense related to this debt agreement in the year ended December 31, 2021. Dr. Bonita is a member of OrbiMed Advisors and is a member of our Board of Directors. Dr. ElBardissi, a member of our Board of Directors, is a member of the private transaction team of Deerfield Management.

Common Stock Exchange

On August 23, 2021, the Company entered into an Exchange Agreement (each, an “Exchange Agreement”) with each of Deerfield Private Design Fund III, L.P. (“DPD III”) and Deerfield Partners, L.P. (“DP” and, together with DPD III, the “Deerfield Funds” and each a “Deerfield Fund”) and OrbiMed Private Investments IV, LP (“OrbiMed PI IV”) and OrbiMed Royalty Opportunities II, LP (“OrbiMed RO II” and, together with OrbiMed PI IV, the “OrbiMed Funds” and each an “OrbiMed Fund”), which may be deemed a related party transaction, pursuant to which, on the date thereof:

- DPD III exchanged 1,816,446 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), held by it for 1,816.4460 shares of a new series of non-voting convertible preferred stock of the Company designated as Series A Common Equivalent Preferred Stock, par value \$0.001 per share (“Series A Preferred Stock”);
- DP exchanged 948,395 shares of the Company’s Common Stock held by it for 948.3950 shares of Series A Preferred Stock;
- OrbiMed PI IV exchanged 2,795,886 shares of the Company’s Common Stock held by it for 2,795.8860 shares of Series A Preferred Stock; and
- OrbiMed RO II exchanged 1,105,114 shares of the Company’s Common Stock held by it for 1,105.1140 shares of Series A Preferred Stock.

Investor Rights Agreement

We are party to an Amended and Restated Investor Rights Agreement (the “IRA”) with the prior holders of our preferred stock (which converted into shares of our common stock immediately prior to the closing of our initial public offering), including certain of our directors and entities to which certain of our directors are related.

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The IRA provides these holders the right to demand that we file a registration statement or request that their shares be covered by a registration statement that we are otherwise filing.

Director and Officer Indemnification

We have entered into an indemnification agreement with each of our directors and executive officers. These indemnification agreements and our amended and restated certificate of incorporation and Bylaws indemnify each of our directors and executive officers to the fullest extent permitted by the Delaware General Corporation Law.

Equity Grants to Executive Officers and Directors

We have granted options to our NEOs and certain of our non-employee directors as more fully described in the sections titled “Director Compensation” and “Executive Compensation”.

Policies and Procedures for Related Party Transactions

Our Board of Directors adopted a written related party transaction policy in connection with our initial public offering, setting forth the policies and procedures for the review and approval or ratification of related party transactions. This policy covers any transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships, in which we were or are to be a participant and a related party had or will have a direct or indirect material interest, as determined by the Audit Committee of our Board of Directors, including, without limitation, purchases of goods or services by or from the related party or entities in which the related party has a material interest, and indebtedness, guarantees of indebtedness or employment by us of a related party.

Transactions described in this section entered into during our fiscal year ended December 31, 2021 were reviewed and approved pursuant to these policies and procedures. Certain other related party transactions described in this section occurred prior to adoption of this policy and as such, these transactions were not subject to the approval and review procedures set forth in the policy. However, these transactions were reviewed and approved by our Board of Directors.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Proxy Availability Notice or other proxy materials with respect to two or more stockholders sharing the same address by delivering a single Proxy Availability Notice or other proxy materials addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards.

This year, a number of brokers with account holders who are our stockholders will be “householding” our proxy materials. A Proxy Availability Notice or proxy materials will be delivered in one single envelope to multiple stockholders sharing an address unless contrary instructions have been received from one or more of the affected stockholders. Once you have received notice from your broker that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Proxy Availability Notice or proxy materials, please notify your broker or contact Broadridge Financial Solutions, Inc. in writing: Attn: Household Department, 51 Mercedes Way, Edgewood, NY 11717; or by telephone: (800) 542-1061. Stockholders who currently receive multiple copies of the Proxy Availability Notice or proxy materials at their address and would like to request householding of their communications should contact their broker. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the Proxy Availability Notice or proxy materials to a stockholder at a shared address to which a single copy of the documents was delivered.

OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

APPROVAL

The contents of this Proxy Statement and the sending thereof to the stockholders have been authorized by the Board.

By Order of the Board of Directors

By: /s/ Tom Sohn

Name: Tom Sohn



Title: Senior Vice President, General Counsel &
Secretary

April 28, 2022

A copy of our Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the SEC on March 30, 2022, is available without charge upon written request to Investor Relations, Acutus Medical, Inc., 2210 Faraday Ave., Suite 100 Carlsbad, CA 92008 or by accessing a copy on Acutus' website at <https://ir.acutusmedical.com/financial-information/sec-filings> in the Investors section under "Overview". Information on or accessible through our website is not incorporated by reference in this Proxy Statement.



YOUR VOTE IS IMPORTANT! PLEASE VOTE BY:

	INTERNET Go To: www.proxypush.com/AFIB <ul style="list-style-type: none">• Cast your vote online• Have your Proxy Card ready• Follow the simple instructions to record your vote
	PHONE Call 1-866-390-5374 <ul style="list-style-type: none">• Use any touch-tone telephone• Have your Proxy Card ready• Follow the simple recorded instructions
	MAIL <ul style="list-style-type: none">• Mark, sign and date your Proxy Card• Fold and return your Proxy Card in the postage-paid envelope provided
	You must register to attend the meeting online and/or participate at www.proxydocs.com/AFIB

Acutus Medical, Inc.
Annual Meeting of Stockholders



For Stockholders of record on April 18, 2022

TIME: Thursday, June 16, 2022 08:00 AM, Pacific Time
PLACE: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/AFIB for more details.

This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints Tom Sohn and David Roman (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with fullpower of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of Acutus Medical, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properlybrought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.


You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

Acutus Medical, Inc. Annual Meeting of Stockholders

Please make your marks like this: Use dark black pencil or pen only

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1 AND 2

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. To elect the three nominees for Class I director to serve until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified.				 FOR
1.01 Scott Huennekens	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>		FOR
1.02 Dr. Shaden Marzouk	<input type="checkbox"/>	<input type="checkbox"/>		FOR
1.03 Dr. Andrew ElBardissi	<input type="checkbox"/>	<input type="checkbox"/>		FOR
2. To ratify the selection of KPMG LLP as the independent registered public accounting firm for Acutus for the fiscal year ending December 31, 2022.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
3. To conduct any other business properly brought before the Annual Meeting.				

You must register to attend the meeting online and/or participate at www.proxydocs.com/AFIB

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc. should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

Signature (and Title if applicable)

Date

Signature (if held jointly)

Date