

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

For the month of July, 2024

Commission File Number: 001-38992

Afya Limited

(Exact name of registrant as specified in its charter)

Alameda Oscar Niemeyer, No. 119, Salas 502, 504, 1,501 and 1,503
Vila da Serra, Nova Lima, Minas Gerais
Brazil
+55 (31) 3515 7550
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F	☒	Form 40-F	☐
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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes	☐	No	☒
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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes	☐	No	☒
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EXHIBIT

99.1 [AFYA LIMITED ANNOUNCES CLOSING OF THE ACQUISITION OF UNIDOMPEDRO AND FACULDADE DOM LUIZ](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Afya Limited

By: /s/ Virgilio Deloy Capobianco Gibbon
Name: Virgilio Deloy Capobianco Gibbon
Title: Chief Executive Officer

Date: July 1, 2024



**AFYA LIMITED ANNOUNCES CLOSING OF THE ACQUISITION OF
UNIDOMPEDRO AND FACULDADE DOM LUIZ**

Nova Lima, Brazil, July 1, 2024 – Afya Limited (Nasdaq: AFYA; B3: A2FY34) ("Afya" or the "Company") the leading medical education group and medical practice solutions provider in Brazil, in addition to the Press Release released by the Company on May 2nd, 2024, announced today the closing of its acquisition, through its wholly-owned subsidiary Afya Participações S.A., of 100% of the total share capital of Unidom Participações S.A. ("Unidompedro" and "Faculdade Dom Luiz"), present in Salvador (BA), Lu Eduardo Magalhães (BA), Barreiras (BA) and Ribeira do Pombal (BA).

The acquisition contributes 300 operational medical school seats to Afya in Salvador, one of Brazil's largest cities. The authorization request for these 300 seats was made to the Ministry of Education ("MEC") before the Mais Médicos' Law was enacted and MEC concluded its analysis and issued Ordinance 630/2020 ("Ordinance") in 2020 to partially authorize the operation considering 125 medical seats. In 2021, as a result of a judicial order, MEC reviewed the Ordinance to authorize the 300 seats initially requested by Unidompedro. Said decision was confirmed by a judgment in 2023. Currently, Unidompedro has 300 seats authorized, of which 125 are final and 175 are subject to a final conclusion of the aforementioned court proceedings.

The aggregate purchase price was R\$ 660.0 million, and the estimated Net Debt was deducted from the down payment. The price and payment conditions are:

- R\$ 347.8 million, deducted from the estimated Net Debt, was paid in cash on the date hereof; and
- R\$ 312.2 million will be paid in up to 10 annual installments of R\$31.2 million, adjusted by the CDI (Interbank Certificate of Deposit) rate, and it is conditioned upon the maintenance of the authorization of the 175 seats in each of the prior year. The remaining payment balance is accelerated if a final and non-appealable conclusion of the aforementioned court proceedings, within the 10-year payment period, confirms the authorization for the 175 seats. In turn, if, within the same 10-year payment period, a final conclusion of the aforementioned court proceedings does not confirm the authorization for such 175 seats, the remaining payment balance will no longer be due.

Afya expects an EV/EBITDA of 4.2x at maturity and post synergies. 2024 projected Net Revenue for Unidom Participações S.A. is R\$ 110.5 million, of which around 88% expected to come from the Medicine course. In 2027, at the medical school's full maturity, the projected Net Revenue is R\$ 267 million, which, over 95%, will come from Medicine.

Additionally, if Unidompedro or Faculdade Dom Luiz wins the bid processes in the Mais Médicos 3 Program, an additional payment of R\$250 thousand per granted seat will be made.

For more information, please visit <https://ir.afya.com.br/news-events/presentations/>

About Afya Limited (Nasdaq: AFYA, B3: A2FY34)

Afya is a leading medical education group in Brazil based on the number of medical school seats, delivering an end-to-end physician-centric ecosystem that serves and empowers students and physicians to transform their ambitions into rewarding lifelong experiences from the moment they join us as medical students through their medical residency preparation, graduation program, continuing medical education activities and offering medical practice solutions to help doctors enhance their healthcare services through their whole career.

Investor Relations Contact:

Afya Limited

ir@afya.com.br

Source: Afya Limited