
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 December, 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

☒ X

Form 40-F

☐

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

☒ X

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

☒ X

TABLE OF CONTENTS

EXHIBIT	
99.1	AFYA LIMITED ANNOUNCES ENTERING INTO A SHARE PURCHASE AGREEMENT FOR THE ACQUISITION OF FACULDADE ÚNICA DE CONTAGEM

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: December 19, 2024



**AFYA LIMITED ANNOUNCES ENTERING INTO A SHARE PURCHASE AGREEMENT
FOR THE ACQUISITION OF FACULDADE ÚNICA DE CONTAGEM**

Nova Lima, Brazil, December 19th, 2024 – Afya Limited (Nasdaq: AFYA; B3: A2FY34) ("Afya" or the "Company"), the leading medical education group and medical practice solutions provider in Brazil, announced today that it has entered into a share purchase agreement for the acquisition, through its wholly-owned subsidiary Afya Participações S.A., of 100% of the total share capital of Faculdade Masterclass Ltda. ("Faculdade Única de Contagem" or "FUNIC"), present in Contagem (MG).

The acquisition will add 60 medical school seats to Afya in Contagem, a city in the metropolitan area of Belo Horizonte, the capital of Minas Gerais. FUNIC is pre-operational with leased real estate prepared for the start of the medical school operation. It will be Afya's fifth medical school in Minas Gerais and will serve as an academic hub for the other medical campuses in the state. Afya will confirm the expected timing of the first intake, contingent on the completion date of the closing process.

The aggregate purchase price is R\$ 100 million, and the Net Debt will be deducted at closing. The price and payment conditions are R\$ 60 million will be paid in cash at the closing date, and R\$ 40 million will be paid in three annual installments adjusted by the Brazilian interbank interest rates ("CDI").

Furthermore, there is a potential for 60 additional seats. If approved by the Ministry of Education ("MEC") within 36 months from the closing date, it will result in an additional payment of R\$ 1 million per granted seat, limited to 60 seats.

Afya expects an EV/EBITDA of 3.3x at full maturity and post synergies in 2030 with expected Net Revenues of R\$ 52.4 million, of which 100% will come from Medicine.

The transaction's closing is subject to customary and usual conditions, including approval from antitrust regulators.

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:
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Source: Afya Limited