

ZOSANO PHARMA CORP

FORM 8-K (Current report filing)

Filed 12/15/17 for the Period Ending 12/12/17

Address	34790 Ardentech Court Fremont, CA, 94555
Telephone	(510) 745-1200
CIK	0001587221
Symbol	ZSAN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): December 12, 2017

ZOSANO PHARMA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36570
(Commission
File Number)

45-4488360
(I.R.S. Employer
Identification No.)

34790 Ardentech Court
Fremont, CA 94555
(Address of principal executive offices) (Zip Code)

(510) 745-1200
Registrant's telephone number, including area code

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officer.

On December 12, 2017, Mr. Bruce D. Steel advised the Board of Directors of Zosano Pharma Corporation (“Zosano”) that he would resign as a Class II independent director of Zosano, effective December 13, 2017. Mr. Steel’s resignation is not the result of any disagreement with Zosano on any matter relating to its operations, policies or practices. We thank Mr. Steel for his valuable service as a member of our Board of Directors.

Also, on December 12, 2017, in accordance with the provisions of Zosano’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, the Board of Directors unanimously adopted a resolution to reduce the size of the Board to five (5) directors, effective upon Mr. Steel’s resignation. The following table sets forth the members of the Board as well as their class and committee membership after giving effect to Mr. Steel’s resignation:

<u>Name</u>	<u>Class</u>	<u>Audit</u>	<u>Nominating and Corporate Governance</u>	<u>Compensation</u>
John P. Walker	I			
Kenneth Greathouse	II	X		X
Joseph “Jay” P. Hagan	III	Chair	X	
Troy Wilson, Ph.D., J.D.	III	X	Chair	X
Kleanthis Xanthopoulos, Ph.D.	III		X	Chair

Mr. Walker will continue to serve as Chairman of the Board of Directors.

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 hereunto duly authorized.

ZOSANO PHARMA CORPORATION

Dated: December 15, 2017

By: /s/ Georgia Erbez

Name: Georgia Erbez

Title: Chief Business Officer and Chief Financial Officer