

ZOSANO PHARMA CORP

FORM 8-K (Current report filing)

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Telephone	(510) 745-1200
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**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): October 3, 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 Officers.

On October 3, 2017, our Board of Directors elected Kenneth R. Greathouse to our Board of Directors to serve as an independent Class II director.

Mr. Greathouse will receive annual cash compensation of \$35,000 (increasing to \$45,000 effective January 1, 2018) for his service as a member of the Board of Directors, such amount to be pro-rated to reflect the amount of time that Mr. Greathouse serves in such capacity in 2017.

We also granted Mr. Greathouse an option to purchase 60,000 shares of our common stock at an exercise price of \$0.84, which was the closing price of our common stock on The NASDAQ Capital Market on the date of grant. The stock option was granted pursuant to our Amended and Restated 2014 Equity and Incentive Plan and vests with respect to 25% of the shares underlying the option on the one year anniversary of the date of grant. The remaining shares underlying the option will vest in substantially equal monthly installments over the following three years, so that the option will be fully vested and exercisable on the fourth anniversary of the date of grant. Effective as of January 1, 2018 and for so long as he continues to serve on our Board of Directors, Mr. Greathouse will also receive an annual grant of an option to purchase 30,000 shares of our common stock on the first trading day of each year, at an exercise price equal to the closing price of our common stock on The NASDAQ Capital Market on the date of grant. Such option will vest in 12 substantially equal monthly installments beginning on the first monthly anniversary of the date of grant.

Mr. Greathouse will also have the benefit of the Company's standard form of indemnification agreement.

A copy of our press release dated October 4, 2017 announcing the appointment of Mr. Greathouse to our Board of Directors is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<u>Press release dated October 4, 2017.</u>

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: October 4, 2017

By: /s/ Georgia Erbez

Name: Georgia Erbez

Title: Chief Business Officer and Chief Financial Officer



Zosano Appoints Kenneth Greathouse to Board of Directors

October 4, 2017

FREMONT, California—(BUSINESS WIRE)—Zosano Pharma Corporation (NASDAQ:ZSAN) (“Zosano” or the “Company”) a clinical-stage biopharmaceutical company focused on providing rapid systemic administration of therapeutics to patients using our proprietary ADAM technology, announced today that Mr. Kenneth R. Greathouse has been appointed to the Board of Directors.

“We are pleased to have Ken joining us at such an important stage for the Company,” commented John Walker, Chief Executive Officer and Chairman of the Board. “Ken’s commercial experience in the field of neurology will provide Zosano with leadership and insight as we progress M207 towards the market.”

“I am pleased to join the Board,” commented Mr. Greathouse. “I look forward to working with the management team and Board as our lead program progresses towards an NDA filing and, if approved, towards commercialization.”

Kenneth R. Greathouse is a seasoned pharmaceutical executive with over 40 years of experience in sales, marketing, business development and commercial operations. He is the co-founder of several successful drug development companies, including Manchester Pharmaceuticals which was sold to Retrophin Inc. in 2014. He began his career with Lederle Laboratories where for over 18 years he held a number of sales and marketing positions of increasing responsibility. He joined Athena Neurosciences in 1993 and continued with Elan Pharmaceuticals after the acquisition of Athena. After a two year tenure at Boron LePore and Associates as Vice President and General Manager of Contract Sales, he joined Questcor as Senior Vice President, Commercial Operations. Since leaving Questcor, Mr. Greathouse has co-founded and served as CEO of Argent Development Group LLC, Melbourne Laboratories LLC, Valcrest Pharmaceuticals LLC, and Hesperian BioPharma LLC, in addition to Manchester Pharmaceuticals LLC.

About Zosano Pharma

Zosano Pharma Corporation is a clinical stage biopharmaceutical company focused on providing rapid systemic administration of therapeutics to patients using our proprietary Adhesive Dermally-Applied Microarray, or ADAM technology. The Company recently announced positive results from our ZOTRIP study that evaluated M207, which is our proprietary formulation of zolmitriptan delivered via our ADAM technology, as an acute treatment for migraine. Zosano is focused on developing products where rapid administration of established molecules with known safety and efficacy profiles provides an increased benefit to patients, for markets where patients remain underserved by existing therapies. The Company anticipates that many of its current and future development programs may enable the Company to utilize a regulatory pathway that would streamline clinical development and accelerate the path towards commercialization. Learn more at www.zosanopharma.com.

Forward-Looking Statements

This press release contains forward-looking statements regarding the timing of expected clinical development milestones, sufficiency of our capital resources and need for future funding and other future events and expectations. Readers are urged to consider statements that include the words “may,” “will,” “would,” “could,” “should,” “might,” “believes,” “estimates,” “projects,” “potential,” “expects,” “plans,” “anticipates,” “intends,” “continues,” “forecast,” “designed,” “goal,” “unaudited,” “approximately” or the negative of those words or other comparable words to be uncertain and forward-looking. These statements are subject to risks and uncertainties that are difficult to predict and actual outcomes may differ materially. These include risks and uncertainties, without limitation, associated with the process of discovering, developing and commercializing products that are safe and effective for use as human therapeutics, risks inherent in the effort to build a business around such products and other risks and uncertainties described under the heading “Risk Factors” in the Company’s most recent annual report on Form 10-K. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot in any way guarantee that the future results, level of activity, performance or events and circumstances reflected in forward-looking statements will be achieved or occur. All forward-looking statements are based on information currently available to Zosano and Zosano assumes no obligation to update any such forward-looking statements.

Zosano Contact:

Georgia Erbez
Chief Business Officer and
Chief Financial Officer
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