

ENDOLOGIX INC /DE/

FORM 8-K (Current report filing)

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Address	2 MUSICK IRVINE, CA, 92618
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Sector	Healthcare
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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 19, 2017

ENDOLOGIX, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-28440
(Commission File Number)

68-0328265
(IRS Employer
Identification No.)

**2 Musick
Irvine, California**
(Address of principal executive offices)

92618
(Zip Code)

(949) 595-7200
Registrant's telephone number, including area code

(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:

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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; Appointment of Directors; Compensatory Arrangements of Certain Officers.

(c)

On October 19, 2017, Endologix, Inc. (the “Company”) announced its appointment of John Onopchenko, age 59, as Chief Operating Officer (“COO”) of the Company, which appointment shall be effective as of October 30, 2017 (the “Effective Date”).

Mr. Onopchenko has almost thirty years of executive leadership experience in the medical device industry. Prior to joining the Company, Mr. Onopchenko served as Executive Vice President for Acutus Medical, Inc., a privately-held medical device company, since September 2016. At Acutus Medical, Mr. Onopchenko was responsible for program management/product development, quality, marketing and sales. Prior to Acutus Medical, Mr. Onopchenko served as Senior Vice President and Head of Therapy Strategy for Koninklijke Philips Electronics NV, a publicly-traded technology company (“Philips”), from March 2015 to September 2016. Prior to Philips, Mr. Onopchenko served as Executive Vice President (from April 2013 to November 2014) and Chief Operating Officer (from November 2014 to March 2015) of Volcano Corporation, a public-traded medical device company. While at Volcano, Mr. Onopchenko was responsible for its peripheral business unit, regulatory affairs, quality assurance, program management/product development, clinical affairs, business development, and its Axsun business unit. Prior to his employment with Volcano, Mr. Onopchenko served on Volcano’s Board of Directors for eleven years and also served as founder and managing director of Synergy Life Sciences Partners, LLC, an early-stage medical device venture capital fund. From 1996 to 2006, Mr. Onopchenko held senior positions at Johnson & Johnson, a publicly held medical device company, including serving as lead of medical device investments with Johnson & Johnson Development Corporation, and as Vice President of Worldwide Operations and Marketing for Advanced Sterilization Products, a Johnson & Johnson company. Mr. Onopchenko holds a Bachelor of Science degree from Ursinus College, and a Masters in Business Administration from the University of Chicago, Graduate School of Business.

In connection with his appointment as COO of the Company, Mr. Onopchenko will enter into an employment agreement (the “Employment Agreement”) with the Company pursuant to which Mr. Onopchenko (i) will receive an initial base salary of \$400,000 per year, subject to future adjustment; and (ii) will be eligible to receive an initial target bonus equal to fifty percent (50%) of his base salary, subject to future adjustment. Notwithstanding the foregoing, Mr. Onopchenko’s bonus for 2017 will be paid in the form of fully vested common stock of the Company with an aggregate value of \$100,000 as of the date of grant. Upon the Effective Date, Mr. Onopchenko will also receive initial equity awards with an aggregate value of \$800,000 under an equity incentive plan of the Company, which awards shall be comprised of options exercisable for up to \$500,000 of the Company’s common stock (the “Options”), and restricted stock units with an aggregate value of \$300,000 (the “RSUs”). One-quarter (25%) of the shares subject to the Options shall vest on the first anniversary of the grant date, and the remaining shares shall vest in 36 equal, consecutive, monthly installments as measured from the first anniversary of the grant date. The RSUs shall vest upon satisfaction of certain (i) performance milestones, which shall be determined by the Company within 90 days of commencement of Mr. Onopchenko’s employment, and (ii) tenure requirements.

Mr. Onopchenko shall be entitled to participate in all customary and usual benefits available to senior executive officers of the Company under the Company’s benefit plans and other arrangements made available by the Company to its senior executives. The Employment Agreement will have a three-year term, unless earlier terminated by the Company or Mr. Onopchenko. Under certain circumstances, (i) upon involuntary termination of Mr. Onopchenko’s employment that occurs prior to a change in control of the Company, Mr. Onopchenko will be eligible to receive a severance payment equal to six months of his base salary plus a pro rated target bonus (and up to six months of continued benefits coverage); and (ii) upon involuntary termination of Mr. Onopchenko’s employment that occurs within 24 months after a change in control of the Company, Mr. Onopchenko will be eligible to receive a severance payment equal to 1.5 times his base salary plus the amount of his target bonus for the year in which the termination of employment occurs (and up to 18 months of continued benefits coverage).

There are no arrangements or understandings between Mr. Onopchenko and other persons pursuant to which he was appointed as the Company's COO. There are no family relationships between Mr. Onopchenko and any director or executive officer of the Company. There have been no transactions since the beginning of the Company's last fiscal year, and no transactions are currently proposed, in which the Company was or is to be a participant and in which Mr. Onopchenko or any member of his immediate family had or will have any interest, that are required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the press release issued by the Company announcing Mr. Onopchenko's appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are attached to this Current Report on Form 8-K:

Exhibit Number	Description
<u>99.1</u>	Press Release dated October 19, 2017.

SIGNATURES

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.

ENDOLOGIX, INC.

Date: October 19, 2017

/s/ Vaseem Mahboob

Vaseem Mahboob
Chief Financial Officer



INVESTOR CONTACT:

Endologix, Inc.

Vaseem Mahboob, CFO

(949) 595-7200

Endologix Appoints John Onopchenko as Chief Operating Officer

IRVINE, California, October 19, 2017. Endologix, Inc. (Nasdaq: ELGX), a developer and marketer of innovative treatments for aortic disorders, announced today that it has appointed John Onopchenko as the Company's Chief Operating Officer, effective October 30, 2017. Mr. Onopchenko will be responsible for managing Endologix's manufacturing, supply chain, and quality organizations.

Mr. Onopchenko brings to Endologix almost thirty years of executive leadership experience in medical devices. Most recently, Mr. Onopchenko was Executive Vice President for Acutus Medical, where he was responsible for program management/product development, quality, marketing, and sales. Prior to that, he served on the Board of Directors of Volcano Corporation ("Volcano") and later became the company's Executive Vice President / Chief Operating Officer. While at Volcano, he was responsible for its peripheral business unit, regulatory affairs, quality assurance, program management/product development, clinical affairs, business development, and the Axsun business unit. Following Volcano's acquisition by Philips, John was retained as Senior Vice President and Head of Therapy Strategy. Before joining Volcano, Mr. Onopchenko spent 10 years at Johnson & Johnson, where he led medical device investments with Johnson & Johnson Development Corporation and was responsible for worldwide operations for Advanced Sterilization Products.

John McDermott, Chief Executive Officer for Endologix, said, "We are very excited to welcome John to Endologix's executive team. His impressive and versatile leadership expertise will be invaluable in helping us revolutionize aortic care for life and build on our position as an innovative leader in the endovascular aortic market."

John Onopchenko said, "I am thrilled to join Endologix in this role. The Company's dedication to aortic care, coupled with its breadth of products, uniquely positions Endologix to create great value for physicians and patients. I look forward to being a part of the leadership team."

Mr. Onopchenko earned his MBA from the University of Chicago and a Bachelor of Science from Ursinus College in Collegetown, Pennsylvania.

About Endologix

Endologix, Inc. develops and manufactures minimally invasive treatments for aortic disorders. The Company's focus is endovascular stent grafts for the treatment of abdominal aortic aneurysms (AAA). AAA is a weakening of the wall of the aorta, the largest artery in the body, resulting in a balloon-like enlargement. Once AAA develops, it continues to enlarge and, if left untreated, becomes increasingly susceptible to rupture. The overall patient mortality rate for ruptured AAA is approximately 80%, making it a leading cause of death in the U.S. For more information, visit www.endologix.com.

Cautions Regarding Forward-Looking Statements

Except for historical information contained herein, this press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by the use of words such as "anticipate," "expect," "could," "may," "will," "believe," "estimate," "forecast," "goal," "project," "continue," "outlook," "guidance," "future," other words of similar meaning and the use of future dates. Forward-looking statements used in this press release include, but are not limited to, statements regarding the anticipated commencement (and commensurate benefits) of Mr. Onopchenko's employment with Endologix, the accuracy of which are necessarily subject to risks and uncertainties that may cause Endologix's actual results to differ materially and adversely from the statements contained herein. Some of the potential risks and uncertainties that could cause actual results to differ materially and adversely from anticipated results include Endologix's ability to continue integrating the businesses and operations of, and to realize the expected benefits of its merger with, TriVascular, continued market acceptance, hiring, integration and retention of the Endologix's executive management team, endorsement and use of Endologix's products (including market acceptance and adoption of the Nellix EVAS System with its refined IFU), risks associated with the manufacturing of Endologix's products, the success of clinical trials relating to Endologix's products (including the clinical results of the EVAS2 study), product research and development efforts, uncertainty in the process of obtaining and maintaining U.S. FDA and other regulatory approvals for Endologix's products, risks associated with international operations, including currency exchange rate fluctuations, Endologix's ability to protect its intellectual property rights and proprietary technologies, and other economic, business, competitive and regulatory factors. Undue reliance should not be placed upon the forward-looking statements contained in this press release, which speak only as of the date of this press release. Endologix undertakes no obligation to update any forward-looking statements contained in this press release to reflect new information, events or circumstances after the date they are made, or to reflect the occurrence of unanticipated events. Please refer to Endologix's filings with the Securities and Exchange Commission including its Annual Report on Form 10-K for

the year ended December 31, 2016 and subsequent Quarterly Reports on Form 10-Q, for more detailed information regarding these risks and uncertainties and other factors that may cause actual results to differ materially from those expressed or implied.