

# EYEPOINT PHARMACEUTICALS, INC.

## **FORM 8-K** (Current report filing)

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Address	480 PLEASANT STREET SUITE B300 WATERTOWN, MA, 02472
Telephone	617-926-5000
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Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	06/30

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): March 27, 2018

**EyePoint Pharmaceuticals, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation)*

**000-51122**

*(Commission File Number)*

**26-2774444**

*(IRS Employer Identification No.)*

**480 Pleasant Street  
Watertown, MA**

*(Address of principal executive offices)*

**02472**

*(Zip Code)*

Registrant's telephone number, including area code: **(617) 926-5000**

**pSivida Corp.**

*(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.

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

On March 27, 2018, pSivida Corp. (the “*Company*”) entered into an employment agreement with Dario Paggiarino, M.D., the Company’s Vice President, Chief Medical Officer (the “*Employment Agreement*”). Pursuant to the Employment Agreement, Dr. Paggiarino will receive a base salary of \$396,550 per year and will be eligible to receive an annual cash bonus targeted at 35% of his base salary, with the actual amount of the bonus based on Dr. Paggiarino’s performance and the Company’s achievement of performance goals established by the Company’s board of directors.

Pursuant to the Employment Agreement, termination of Dr. Paggiarino’s employment by the Company without “cause,” or by Dr. Paggiarino with “good cause” (as such terms are defined in the Employment Agreement), would require the Company to pay severance to Dr. Paggiarino. Upon any such termination, Dr. Paggiarino would be entitled to receive (i) base salary continuation for a period of 12 months from the date of termination, payable in accordance with the Company’s normal payroll practices, (ii) one times his annual target bonus, payable in equal installments during the period of base salary continuation under clause (i) above, and (iii) provided that Dr. Paggiarino timely elects COBRA continuation coverage for himself and his eligible dependents, a monthly amount that equals the portion of the monthly health premiums paid by the Company on behalf of Dr. Paggiarino and his eligible dependents immediately preceding the date that his employment terminates until the earlier of the last day of the period of Dr. Paggiarino’s base salary continuation or the date that Dr. Paggiarino and his eligible dependents become ineligible for COBRA continuation coverage pursuant to applicable law or plan terms. Additionally, upon any such termination that occurs after a “change of control” (as defined in Dr. Paggiarino’s employment agreement), any unvested portion of Dr. Paggiarino’s options and any unvested restricted shares would vest and the options would become exercisable upon such termination, and such options would remain exercisable until the earlier of (x) one year thereafter (or three months following the date of employment termination in the case of any incentive stock options) and (y) the applicable option expiration date.

Dr. Paggiarino’s right to receive the severance payments and benefits described above under the Employment Agreement is conditioned upon his execution and non-revocation of a separation agreement containing a general release of claims. Dr. Paggiarino’s employment agreement contains certain restrictive covenants, including non-disclosure of confidential information, assignment of rights to intellectual property, a non-competition covenant that runs for 12 months following his termination of employment for any reason, a non-solicitation covenant with respect to certain of the Company’s customers, vendors, suppliers and business partners that runs for 12 months following his termination of employment for any reason and a non-solicitation covenant with respect to the Company’s employees and independent contractors that runs for 12 months following his termination of employment.

The foregoing summary of certain terms of the Employment Agreement is qualified in its entirety by the terms of the Employment Agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 28, 2018, the Company filed a certificate of amendment (the “*Certificate of Amendment*”) to its Certificate of Incorporation (the “*Certificate of Incorporation*”) to change its name from “pSivida Corp.” to “EyePoint Pharmaceuticals, Inc.” The name change became effective on March 29, 2018. The Company’s Board of Directors also approved an amendment to the Company’s by-laws to reflect the change in the Company’s name.

The name change does not affect the rights of the Company’s security holders. There were no other changes to the Certificate of Incorporation or by-laws in connection with the name change.

On April 2, 2018, the Company’s common stock, which trades on the Nasdaq Global Market, ceased trading under the ticker symbol “PSDV” and commenced trading under the ticker symbol “EYPT”. Along with the ticker change, the Company’s common stock has been assigned a new CUSIP number of 30233G100.

A copy of the Certificate of Amendment effecting the name change, as filed with the Delaware Secretary of State on March 28, 2018, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of Certificate of Incorporation.</a>

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**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.

**EyePoint Pharmaceuticals, Inc.**

Date: April 2, 2018

By: /s/ Nancy Lurker

Name: Nancy Lurker

Title: President and Chief Executive Officer

**CERTIFICATE OF CORRECTION  
TO CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

EyePoint Pharmaceuticals, Inc. (formerly named pSivida Corp.) (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

FIRST: The name of the corporation is EyePoint Pharmaceuticals, Inc.

SECOND: A Certificate of Amendment of Certificate of Incorporation (the “Certificate of Amendment”) was filed with the Secretary of State of Delaware on March 28, 2018 and said Certificate of Amendment requires correction as permitted by Section 103 of the DGCL.

THIRD: The inaccuracy or defect of said Certificate of Amendment is the statement that, upon resolution of the Board of Directors of the Corporation, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. No such special meeting was held and, under Section 242(a)(1) of the DGCL, stockholder approval was neither required nor obtained. This inaccuracy appeared in the “SECOND” section of the Certificate of Amendment.

FOURTH: The Certificate of Amendment hereby is corrected by replacing in entirety the “SECOND” and “THIRD” sections of such Certificate of Amendment with the following corrected versions:

“**SECOND:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**THIRD:** All other provisions of the Certificate of Incorporation shall remain in full force and effect.”

FIFTH: Except as expressly modified and corrected hereby, the Certificate of Amendment shall stand and continue in full force and effect as set forth therein.

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**IN WITNESS WHEREOF**, EyePoint Pharmaceuticals, Inc. has caused this Certificate of Correction to Certificate of Amendment of Certificate of Incorporation to be signed by its duly authorized officer this 2nd day of April, 2018.

**EyePoint Pharmaceuticals, Inc.**

By: /s/ Nancy Lurker

Name: Nancy Lurker

Title: President and Chief Executive Officer

[ *Signature Page to Certificate of Correction of EyePoint Pharmaceuticals, Inc.* ]

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of pSivida Corp.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE 1 \_\_\_\_\_" so that, as amended, said Article shall be and read as follows:

Name change to: EyePoint Pharmaceuticals, Inc.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 28 day of March, 2018.

By: /s/ Nancy Lurker  
Authorized Officer  
Title: President  
Name: Nancy Lurker  
Print or Type