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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 5, 2012**

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**PSIVIDA CORP.**

(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.)

**400 Pleasant Street**  
**Watertown, MA 02472**  
(Address of Principal Executive Offices) (Zip Code)

**(617) 926-5000**  
(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:

- 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))
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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 5, 2012, the Board of Directors of pSivida Corp. elected Douglas Godshall as a Director. Mr. Godshall has been the Chief Executive Officer of HeartWare International, Inc. and its predecessor since September 2006.

In accordance with pSivida's current non-executive director compensatory arrangements, Mr. Godshall will be compensated as described in pSivida's Definitive Proxy Statement filed with the Securities and Exchange Commission on October 25, 2011 and received an initial grant, subject to shareholder approval, of an option to purchase 60,000 shares of pSivida common stock at \$2.10 per share, which becomes exercisable in three equal portions on the first, second and third anniversaries of the date of grant and remains exercisable thereafter until the tenth anniversary of the date of grant.

**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.

**PSIVIDA CORP.**

Date: March 6, 2012

By: /s/ Lori Freedman  
Lori Freedman, Vice President, Corporate Affairs,  
General Counsel and Secretary