

**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): July 15, 2019

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	EYPT	The Nasdaq Stock Market LLC

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; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 15, 2019, the Board of Directors (the “Board”) of EyePoint Pharmaceuticals, Inc. (the “Company”) increased the size of the Board from nine to ten members and, upon the recommendation of the Governance and Nominating Committee of the Board, appointed Wendy DiCicco to fill the newly-created vacancy on the Board, effective immediately. The Board also appointed Ms. DiCicco as Chairperson of the Audit Committee of the Board, effective immediately.

Ms. DiCicco’s compensation as a director will be consistent with the compensation provided to all of the Company’s non-employee directors. Under the Company’s current non-employee director compensation policy, Ms. DiCicco will receive an annual cash retainer of \$40,000 for general availability and participation in meetings and conference calls of the Board. Ms. DiCicco will receive an additional annual retainer of \$20,000 for her service as Chair of the Audit Committee. Ms. DiCicco was granted an option to acquire 80,000 shares of common stock of the Company, with such option vesting in three equal annual installments commencing on the first anniversary of July 15, 2019, which is the date of the grant. The option is exercisable for 10 years from the date of grant, at a price equal to \$1.51 per share, which is the closing price of the Company’s shares of common stock on the Nasdaq Global Market on the date of the grant. The option will also be subject to the terms and conditions of the Company’s 2016 Long Term Incentive Plan, as amended, which was filed as Exhibits 10.1 and 10.2 to the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission (“SEC”) on June 28, 2019.

The Company also entered into an indemnification agreement with Ms. DiCicco in connection with her appointment to the Board. The indemnification agreement is in substantially the same form as the indemnification agreement for the other directors of the Company that was filed as Exhibit 10.16 to the Company’s Transition Report on Form 10-K for the transition period from July 1, 2018 to December 31, 2018, filed with the SEC on March 18, 2019.

There is no arrangement or understanding between Ms. DiCicco and any other person pursuant to which Ms. DiCicco was appointed a director of the Company. There are no relationships or transactions in which Ms. DiCicco has or will have an interest, or was or is a party, requiring disclosure under Item 404(a) of Regulation S-K.

On July 15, 2019, the Company issued a press release announcing the appointment of Ms. DiCicco to the Board. A copy of such press release relating to Ms. DiCicco’s appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

99.1 [Press release by EyePoint Pharmaceuticals, Inc. dated July 15, 2019.](#)

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.

Date: July 17, 2019

EYEPOINT PHARMACEUTICALS, INC.

/s/ Nancy Lurker

Nancy Lurker

President and Chief Executive Officer



EyePoint Pharmaceuticals Appoints Wendy DiCicco, CPA, to Board of Directors

– Ms. DiCicco is a Veteran Healthcare Executive with 30 Years of Financial and Corporate Development Experience –

WATERTOWN, MA – July 15, 2019 – EyePoint Pharmaceuticals, Inc. (NASDAQ:EYPT), a specialty biopharmaceutical company committed to developing and commercializing innovative ophthalmic products, today announced the appointment of Wendy DiCicco, CPA, to the Company’s Board of Directors and Audit Committee, where she will serve as Chair of the Committee. Ms. DiCicco is a highly experienced and proven financial executive with extensive experience in the healthcare and biotechnology industries. She most recently was Chief Operating and Financial Officer of Centinel Spine, a privately-held designer, developer and worldwide distributor of spinal implants, where she established the Company’s international operations, and was instrumental in both the recapitalization of the Company with \$132.5 million in equity and debt and in corporate development initiatives resulting in the purchase of the ProDisc® spinal product and its commercialization in 20 countries.

“Wendy has had a highly successful career as a C-suite executive leading financial and operational organizations at numerous global, commercial-stage healthcare companies,” said Göran Ando, M.D., Chairman of the Board of Directors of EyePoint Pharmaceuticals. “We will greatly benefit from Wendy’s extensive strategic and financial expertise as we continue to expand our commercial launch efforts for our two ophthalmic products for ocular diseases. The entire Board and management team are delighted to welcome Wendy to EyePoint.”

“EyePoint is at a transformative stage as they execute on two parallel commercial launches of products that have the potential to address serious unmet needs in ocular diseases,” commented Ms. DiCicco. “I am honored to join the Board of Directors and help support the Company through this new period of commercial and operational growth.”

Ms. DiCicco currently serves on the Board of Directors of Carmell Therapeutics, a private biotechnology company producing plasma-based bioactive materials for accelerated healing in bone and connective tissue injuries, and is a Financial, Executive and Board Advisory Consultant for several emerging growth companies. She previously served as President and Chief Operating Officer of Camber Spine Technologies where she significantly expanded the Company’s operations, infrastructure and commercial organization. Prior to Camber Spine, she held several Chief Financial Officer roles at Nuron Biotech, Quench USA, Globus Medical and Kensey Nash Corporation. Her career started in public accounting at Deloitte & Touche.

Ms. DiCicco received a B.S. in accounting from Philadelphia College of Textiles and Science and is a licensed CPA. She is also an appointed Board Leadership Fellow and Corporate Governance Fellow of the National Association of Corporate Directors (NACD).

About EyePoint Pharmaceuticals

EyePoint Pharmaceuticals, Inc. (www.eyepointpharma.com), headquartered in Watertown, MA, is a specialty biopharmaceutical company committed to developing and commercializing innovative ophthalmic products in indications with high unmet medical need to help improve the lives of patients with serious eye disorders. With the approval by the FDA on October 12, 2018 of the YUTIQ® three-year treatment of chronic non-infectious uveitis

affecting the posterior segment of the eye, the Company has developed five of the six FDA-approved sustained-release treatments for eye diseases. The most common adverse reactions reported for YUTIQ were cataract development and increases in intraocular pressure. DEXYCU® was approved by the FDA on February 9, 2018. DEXYCU, administered as a single intraocular dose at the end of ocular surgery for the treatment of postoperative inflammation, is the first and only FDA-approved intraocular product with this indication. The most common adverse reactions reported by 5-15% of patients were increased intraocular pressure, corneal edema and iritis. DEXYCU employs the Verisome® extended-release drug delivery technology, which encompasses a broad number of related, but distinct drug delivery systems with the potential of incorporating an extensive range of active agents, including small molecules, proteins and monoclonal antibodies. ILUVIEN® (fluocinolone acetonide intravitreal implant), a micro-insert for diabetic macular edema, licensed to Alimera Sciences, Inc. (“Alimera”), is currently sold directly in the U.S. and several EU countries. Retisert® (fluocinolone acetonide intravitreal implant), for non-infectious posterior segment uveitis, is licensed to and sold by Bausch & Lomb, Inc. The Company’s pre-clinical development program is focused on using its core Durasert™ and the Verisome platform technologies to deliver drugs to treat wet age-related macular degeneration, glaucoma, and other diseases. To learn more about the Company, please visit www.eyepointpharma.com and connect on Twitter and LinkedIn.

SAFE HARBOR STATEMENTS UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995: Various statements made in this release are forward-looking, and are inherently subject to risks, uncertainties and potentially inaccurate assumptions. All statements that address activities, events or developments that we intend, expect, plan or believe may occur in the future, including but not limited to statements about our commercialization of YUTIQ and DEXYCU, the potential for our products to alter the treatment landscape for ocular diseases; the expected use of proceeds from our debt refinancing and equity offering and our optimism that our existing cash and cash equivalents at April 30, 2019 and cash inflows from anticipated YUTIQ and DEXYCU product sales will be sufficient to fund our operations through to the generation of positive cash flow in 2020, are forward-looking statements. Some of the factors that could cause actual results to differ materially from the anticipated results or other expectations expressed, anticipated or implied in our forward-looking statements are risks and uncertainties inherent in our business including, without limitation: our ability to achieve profitable operations and access to needed capital; fluctuations in our operating results; our ability to successfully produce sufficient commercial quantities of YUTIQ and DEXYCU and to successfully commercialize YUTIQ and DEXYCU in the U.S.; our ability to sustain and enhance an effective commercial infrastructure and enter into and maintain commercial agreements for YUTIQ and DEXYCU; the regulatory approval and successful release of our YUTIQ line extension shorter-duration treatment for non-infectious uveitis affecting the posterior segment of the eye; potential off-label sales of ILUVIEN for non-infectious uveitis affecting the posterior segment of the eye; consequences of fluocinolone acetonide side effects for YUTIQ; consequences of dexamethasone side effects for DEXYCU; successful commercialization of, and receipt of revenues from, ILUVIEN for diabetic macular edema, or DME; Alimera’s ability to obtain additional marketing approvals and the effect of pricing and reimbursement decisions on sales of ILUVIEN for DME; Alimera’s ability to commercialize ILUVIEN for non-infectious uveitis affecting the posterior segment of the eye in the territories in which Alimera is licensed to do so; potential declines in Retisert royalties; our ability to market and sell products; the success of current and future license agreements; termination or breach of current license agreements; our dependence on contract research organizations, contract sales organizations, vendors and investigators; effects of competition and other developments affecting sales of products; market acceptance of products;

effects of guidelines, recommendations and studies; protection of intellectual property and avoiding intellectual property infringement; retention of key personnel; product liability; industry consolidation; compliance with environmental laws; manufacturing risks; risks and costs of international business operations; volatility of stock price; possible dilution; absence of dividends; and other factors described in our filings with the Securities and Exchange Commission. We cannot guarantee that the results and other expectations expressed, anticipated or implied in any forward-looking statement will be realized. A variety of factors, including these risks, could cause our actual results and other expectations to differ materially from the anticipated results or other expectations expressed, anticipated or implied in our forward-looking statements. Should known or unknown risks materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected in the forward-looking statements. You should bear this in mind as you consider any forward-looking statements. Our forward-looking statements speak only as of the dates on which they are made. We do not undertake any obligation to publicly update or revise our forward-looking statements even if experience or future changes makes it clear that any projected results expressed or implied in such statements will not be realized.

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