

IRIDEX CORP
Form 8-K
April 17, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) April 13, 2018

IRIDEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	0-27598	77-0210467
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification No.)

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1212 Terra Bella Avenue

Mountain View, California 94043

(Address of principal executive offices, including zip code)

(650) 940-4700

(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 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)

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

(b) Resignation of Director

On April 13, 2018, George Marcellino resigned from the board of directors (the “Board”) of Iridex Corporation (the “Company”) and the Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”), in each case effective as of April 13, 2018. Mr. Marcellino did not resign due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d) Appointment of Directors

On April 13, 2018, the Company appointed David Bruce and Maria Sainz to the Board, effective as of April 13, 2018. In addition, Mr. Bruce will be appointed to the Compensation Committee of the Board (the “Compensation Committee”) and Ms. Sainz will be appointed to the Compensation Committee and the Nominating and Governance Committee.

Mr. Bruce and Ms. Sainz will receive standard compensation available to non-employee members of the Board and committees of the Board and each will receive an option to purchase 15,000 shares of the Company’s common stock which vests in equal monthly installments over four years following the effective date of the grant. In addition, it is expected that Mr. Bruce and Ms. Sainz will execute the Company’s standard form of indemnification agreement.

There are no arrangements or understandings between Mr. Bruce or Ms. Sainz and any other person pursuant to which Mr. Bruce or Ms. Sainz was elected as directors of the Company. There are no family relationships between Mr. Bruce or Ms. Sainz and any director or executive officer of the Company, and, other than as described above, no transactions involving Mr. Bruce or Ms. Sainz that would require disclosure under Item 404(a) of Regulation S-K.

The Company’s press release dated April 16, 2018 regarding Mr. Bruce and Ms. Sainz’s appointments is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

10.1* Form of Indemnification Agreement between the Company and its directors and officers.

99.1 Press Release dated April 16, 2018.

*Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 8-K on July 11, 2016.

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.

IRIDEX CORPORATION

By: /s/ William M. Moore
William M. Moore

President and Chief Executive Officer

Date: April 16, 2018