
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 26, 2022

EYENOVIA, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38365
(Commission
File Number)

47-1178401
(IRS Employer
Identification No.)

295 Madison Avenue, Suite 2400, New York, NY 10017
(Address of Principal Executive Offices, and Zip Code)

(917) 289-1117
Registrant's Telephone Number, Including Area Code

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)	(Name of each exchange on which registered)
Common stock, \$0.0001 par value	EYEN	The Nasdaq Stock Market (Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒ x

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. ☐

On July 27, 2022, Eyenovia, Inc. (the “Company”) issued a press release announcing the appointment of Michael Rowe as its new Chief Executive Officer, with Dr. Tsontcho (Sean) Ianchulev becoming Executive Chairman. A copy of the press release is filed hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

Item 1.01. Entry into a Material Definitive Agreement.

In connection with Dr. Sean Ianchulev’s previously announced transition from the Company’s Chief Executive Officer to the role of Executive Chairman of the Board of Directors (the “Board”), the Company will enter into an agreement with Dr. Ianchulev pursuant to which Dr. Ianchulev will provide advice and consultation in connection with the management of the business, the Company’s research and development programs, and such other matters as reasonably requested by the Company for an initial period of one year. In consideration for Dr. Ianchulev’s services, the Company has agreed to provide Dr. Ianchulev with a \$5,000 monthly retainer throughout the term of the agreement, in addition to the compensation payable to all non-employee members of the Board.

The foregoing summary of the agreement does not purport to be complete and is qualified in its entirety by reference to the agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2022.

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

On July 26, 2022, the Board appointed Michael Rowe as the Company’s Chief Executive Officer. Mr. Rowe will also serve as a member of the Board, effective as of August 1, 2022, until the Company’s 2023 annual meeting of stockholders and thereafter until his successor is duly elected and qualified or until his earlier death, resignation or removal.

Mr. Rowe brings to the Board executive experience at multiple global healthcare companies. Mr. Rowe has served as the Company’s Chief Operating Officer since January 2021, having first joined the Company in July 2018 as Vice President, Marketing. From February 2016 to June 2018, Mr. Rowe was Senior Director of U.S. and Global Marketing, Ophthalmology at Aerie Pharmaceuticals, Inc. (Nasdaq: AERI), where he was responsible for the United States and international commercialization of glaucoma and ocular hypertension products. From July 2010 until February 2016, Mr. Rowe served in various strategic management roles at Allergan plc (since acquired by AbbVie Inc. (NYSE: ABBV)), most recently as the Head of Corporate Competitive Intelligence, where he supported multiple corporate strategic initiatives as well as strategic planning for the company’s worldwide glaucoma franchise. Mr. Rowe also has held senior marketing roles at Bayer Healthcare Pharmaceuticals Inc., Women First HealthCare, Inc. (a former public company) and senior marketing and health economics roles at Pfizer Inc. (NYSE: PFE). Mr. Rowe received an M.S. from Rensselaer Polytechnic Institute and received a B.A. from The State University of New York at Stony Brook.

There are no arrangements or understandings between Mr. Rowe and any other person pursuant to which Mr. Rowe was appointed as director of the Board. There have been no transactions in which the Company has participated and in which Mr. Rowe had a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

The Company also entered into an Employment Agreement (the “Employment Agreement”) with Mr. Rowe under which he will serve as Chief Executive Officer of the Company. Under the terms of the Employment Agreement, Mr. Rowe will receive an annual salary of \$575,000. He is eligible to receive a cash bonus of up to 60% of his base salary. Additionally, Mr. Rowe shall receive an option to purchase 440,000 shares of the Company’s common stock, pursuant to the Company’s Amended and Restated 2018 Omnibus Stock Incentive Plan, as amended. Mr. Rowe will also continue to participate in any and all benefit plans, from time to time, in effect for senior management, along with vacation, sick and holiday pay in accordance with the Company’s policies established and in effect from time to time.

The foregoing summary of the Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the Employment Agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Eyenovia, Inc. Press Release dated July 27, 2022.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

EYENOVIA, INC.

Date: July 27, 2022

/s/ John Gandolfo
John Gandolfo
Chief Financial Officer



**Eyenovia Announces Appointment of Ophthalmic Industry Veteran Michael Rowe as
Chief Executive Officer and Board Member**

Appointment of Mr. Rowe, Eyenovia's current Chief Operating Officer, maintains continuity while bringing significant ophthalmic industry, operations and commercialization expertise to the CEO role

NEW YORK—July 27, 2022—Eyenovia, Inc. (NASDAQ: EYEN), an ophthalmic pharmaceutical technology company developing a pipeline of late-stage microdose array print (MAP™) therapeutics, today announced the appointment of current Chief Operating Officer Michael Rowe as the Company's new Chief Executive Officer, effective August 1, 2022. Mr. Rowe's appointment follows the company's nationwide search and interviews with multiple candidates. Mr. Rowe has also been appointed to Eyenovia's Board of Directors, increasing the Board to nine seats following recent appointments of Drs. Strahlman and Palanki as new independent directors, announced in July.

Eyenovia's current Chief Executive Officer, Dr. Sean Ianchulev, previously announced that he will be transitioning to Chairman of the company's Board.

"For the past four years, we have benefited from Michael's diverse ophthalmic industry experience, and we believe he is the ideal candidate to shepherd Eyenovia through this exciting new chapter in the Company's evolution," stated Dr. Sean Ianchulev, Eyenovia's Chief Executive Officer and Chief Medical Officer. "With major events anticipated in the next year, including the potential approval of MydCombi and preparation for a MicroLine New Drug Application (NDA), and significant progress being made by our strategic partners, Bausch+Lomb and Arctic Vision, agreements that Michael was instrumental in brokering, this is indeed a transformational time for our company. With his significant expertise in product development, operations, global and US commercialization, strategic planning and business development, we believe there is no one more qualified than Michael to lead our transition to a commercial-stage company. I look forward to continuing to work with him and the rest of the Eyenovia team as we work to improve the delivery of topical ophthalmic care for patients and providers and increase the long-term value of Eyenovia for our shareholders."

"I look forward to helping maximize the value of our proprietary Optejet dispensing technology that I believe can become the new standard across a broad range of ophthalmic uses," stated Mr. Rowe. "With the pending resubmission of our MydCombi NDA, the upcoming completion of our VISION-2 presbyopia trial, and the commencement of our manufacturing operations in Redwood City, CA, we have made substantial progress this year, and I look forward to working with my fellow Board members and the rest of the leadership team to maintain this forward momentum."

Mr. Rowe has served as the Company's Chief Operating Officer since January 2021, having first joined the Company in July 2018 as Corporate Vice President. In his 30+ year career, Mr. Rowe spent 12 years at Allergan founding the health economics department, leading strategic planning and new pharmaceutical and device product commercialization for the global glaucoma franchise and founding the competitive intelligence function across the company. During this time, Mr. Rowe also served as the company's liaison with Senju Pharmaceuticals (a current shareholder and licensee of Eyenovia) and was instrumental in the successful launch of multiple glaucoma products in the Japanese market.



More recently, Mr. Rowe was with Aerie Pharmaceuticals, Inc. where he was pivotal in the commercialization of their glaucoma franchise. Mr. Rowe has also held leadership roles at Bayer Healthcare Pharmaceuticals Inc. and Pfizer, Inc.

About Eyenovia, Inc.

Eyenovia, Inc. (NASDAQ: EYEN) is an ophthalmic pharmaceutical technology company developing a pipeline of microdose array print (MAPTM) therapeutics. Eyenovia is currently focused on the late-stage development of microdosed medications for mydriasis, presbyopia and myopia progression. For more information, visit Eyenovia.com.

The Eyenovia Corporate Information slide deck may be found at ir.eyenovia.com/events-and-presentations.

Forward-Looking Statements

Except for historical information, all of the statements, expectations and assumptions contained in this press release are forward-looking statements. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions, including estimated market opportunities for our product candidates and platform technology. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and in some cases are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors discussed from time to time in documents which we file with the U.S. Securities and Exchange Commission. In addition, such statements could be affected by risks and uncertainties related to, among other things: risks of our clinical trials, including, but not limited to, the costs, design, initiation and enrollment (which could still be adversely impacted by COVID-19 and resulting social distancing), timing, progress and results of such trials; the timing of, and our ability to submit applications for, obtaining and maintaining regulatory approvals for our product candidates; the potential impacts of COVID-19 on our supply chain; the potential advantages of our product candidates and platform technology; the rate and degree of market acceptance and clinical utility of our product candidates; our estimates regarding the potential market opportunity for our product candidates; reliance on third parties to develop and commercialize our product candidates; the ability of us and our partners to timely develop, implement and maintain manufacturing, commercialization and marketing capabilities and strategies for our product candidates; intellectual property risks; changes in legal, regulatory and legislative environments in the markets in which we operate and the impact of these changes on our ability to obtain regulatory approval for our products; and our competitive position. Any forward-looking statements speak only as of the date on which they are made, and except as may be required under applicable securities laws. Eyenovia does not undertake any obligation to update any forward-looking statements.

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