

PERNIX THERAPEUTICS HOLDINGS, INC.

Form 8-K

October 17, 2017

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):

October 12, 2017

PERNIX THERAPEUTICS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-14494

33-0724736

(State or Other Jurisdiction)

(Commission File Number)

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(IRS Employer Identification No.)

10 North Park Place, Suite 201, Morristown, NJ

07960

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(800) 793-2145**

(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)

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.

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

On October 12, 2017, Graham G. Miao, President and Chief Financial Officer of Pernix Therapeutics Holdings, Inc. (the "Company"), notified the Chairman of the Board of Directors of the Company (the "Board") that the decision not to re-nominate him for re-election as a member of the Board at the Company's 2017 Annual Meeting of Stockholders being held on November 15, 2017, created a "Good Reason" basis for resignation pursuant to the terms of his Employment Agreement dated November 3, 2016. Dr. Miao informed us of his decision to pursue other professional opportunities and offered his resignation effective December 31, 2017, unless the Company cures the events constituting "Good Reason" within thirty days following the date of his notice. Pursuant to Dr. Miao's employment agreement, he is eligible to receive separation benefits upon resignation for "Good Reason." Dr. Miao's resignation does not reflect any disagreement with the Company's financial results or strategy for growth.

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.

PERNIX THERAPEUTICS HOLDINGS, INC.

Date: October 17, 2017

By:

/s/ John A. Sedor

John A. Sedor

Chief Executive Officer

