

IR BIOSCIENCES HOLDINGS INC

Form 8-K

April 25, 2007

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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): **April 24, 2007**

**IR BIOSCIENCES HOLDINGS, INC.**

*(Exact name of registrant specified in charter)*

**Delaware**

(State of Incorporation)

**033-05384**

(Commission File  
Number)

**13-3301899**

(IRS Employer  
Identification No.)

**4021 N. 75th Street, Suite**

**201 Scottsdale, AZ**

(Address of principal  
executive offices)

**85251**

(Zip Code)

**(480) 922-3926**

(Registrant's telephone number, including area code)

**N/A**

(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d) Appointment of Director

(1) On April 24, 2007, the Board of Directors of IR BioSciences Holdings, Inc. (the "Company" or "IR BioSciences") appointed a new director, Robert J. Hariri, M.D., Ph.D., to the Company's Board of Directors to fill a vacant directorship. Dr. Hariri will serve until his successor is duly elected and qualified.

(2) Dr. Hariri and the Company expect to enter into a Director's Agreement which describes the duties of Dr. Hariri, the fees and compensation and expense reimbursement for his service, subject to the Board's approval, the grant of non-qualified stock options to Dr. Hariri for service as a director, his term of service and other covenants and provisions. In addition, the parties expect to enter into the IR BioSciences' standard form of director Indemnification Agreement. Pursuant to this agreement, subject to the exceptions and limitations provided therein, the Company, has agreed to hold harmless and indemnify Dr. Hariri to the fullest extent authorized by the Company's articles of incorporation and Delaware law, and against any and all expenses, judgments, fines and settlement amounts actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding arising out of his services as a director.

(3) Dr. Hariri has not been appointed to or selected for any committees of the Board of Directors.

(4) There are no transactions between Dr. Hariri and the Company in the last two (2) years, nor are there any proposed transactions, in which the amount involved exceeds \$60,000.

**Item 7.01 Regulation FD Disclosure**

On April 25, 2007, the Company issued a press release announcing the appointment of Robert J. Hariri, M.D., Ph.D. to the Company's Board of Directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**No. Description**

99.1\* Press Release dated April 25, 2007

\*Filed herewith

**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.

**IR BIOSCIENCES HOLDINGS, INC.**

Date: April 25, 2007

By: /s/ Michael K. Wilhelm  
Michael K. Wilhelm  
President  
(Duly Authorized Officer)

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**EXHIBIT INDEX**

**Exhibit**

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\*Filed herewith

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