

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 8-K

March 08, 2018

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) March 5, 2018

NAVIDEA BIOPHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-35076 31-1080091
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

4995 Bradenton Avenue, Suite 240, Dublin, Ohio 43017
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (614) 793-7500

(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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 2.02. Results of Operations and Financial Condition.

On March 8, 2018, Navidea Biopharmaceuticals, Inc. (the “*Company*”) issued a press release regarding its consolidated financial results for the fourth quarter and full year ended December 31, 2017. A copy of the Company’s March 8, 2018 press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be treated as “filed” for purposes of the Securities Exchange Act of 1934, as amended.

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

Effective March 5, 2018, the Company appointed Dr. Claudine Bruck as a director, effective immediately. Dr. Bruck was appointed to fill a vacancy on the Board of Directors in the class with terms expiring at the annual meeting of stockholders to be held in 2018. Dr. Bruck was not appointed to serve on a committee of the Board, although she may be appointed to a committee at a later date.

Similar to other non-employee directors, Dr. Bruck will receive compensation for her service as director in accordance with the Company’s non-employee director compensation program.

There is no arrangement or understanding between Dr. Bruck and any other person pursuant to which she was selected as a director of the Company and there are no family relationships between Dr. Bruck and any of the Company’s directors or executive officers. There are no transactions to which the Company is a party and in which Dr. Bruck has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

In connection with her appointment, Dr. Bruck entered into a standard Director Agreement with the Company, a form of which was previously filed by the Company with the U.S. Securities and Exchange Commission on May 10, 2016, and which is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Exhibit Description

99.1 Press Release, dated March 8, 2018.

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.

NAVIDEA BIOPHARMACEUTICALS, INC.

Date: March 8, 2018 By: /s/ Jed A. Latkin

Jed A. Latkin

Chief Operating Officer and Chief Financial Officer