

ROCKWELL MEDICAL, INC.
Form 8-K
March 21, 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 16, 2018**

ROCKWELL MEDICAL, INC.

(Exact name of registrant as specified in its charter)

Michigan
(State or other
jurisdiction of
incorporation)

000-23661
(Commission File
Number)

38-3317208
(IRS Employer
Identification No.)

30142 Wixom Road, Wixom, Michigan 48393

(Address of principal executive offices, including zip code)

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(248) 960-9009

(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:

- 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.

- Mr. Ravich: 38,416 shares;
- Ms. Colleran: 36,281 shares;
- Mr. Boyd: 36,139 shares; and
- Mr. Bagley: 32,724 shares.

The exercise price per share for the contingent stock options is \$5.75, reflecting the closing sale price of the Company's common stock on March 19, 2018. All option grants are expressly contingent upon the Company's shareholders approving the 2018 Rockwell Medical, Inc. Long Term Incentive Plan at the Company's 2018 Annual Meeting of Shareholders. The contingent stock options will otherwise vest one year from the date of grant if the director continues to then-serve on the Board, though the Compensation Committee shall have the discretion to accelerate such vesting, and the right to exercise each option would extend for the 10-year life of the option.

Additionally, the Board and the Compensation Committee also decided to grant cash compensation to Mr. Bagley, Mr. Boyd, Mr. Ravich, Ms. Smith to compensate them for previously unpaid 2017 director fees in accordance with the Company's then-existing independent director compensation program. Mr. Ravich received cash in the amount of \$52,500 and Mr. Bagley, Mr. Boyd and Ms. Smith each received cash in the amount of \$34,140.

The foregoing summary does not purport to be a complete description of the terms of the contingent stock options and is qualified in its entirety by reference to the full text of the Form of Contingent Option Award Agreement for Directors (2018 Plan), a copy of which is attached hereto as Exhibit 10.76.

Item 9.01 **Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibits are being filed herewith:

EXHIBIT INDEX

Exhibit No.	Description
10.76	<u>Form of Contingent Option Agreement for Directors (2018 Plan)</u>

SIGNATURE

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.

ROCKWELL MEDICAL, INC.

Date: March 21, 2018

By:

/s/ Thomas E. Klema
Thomas E. Klema
Vice President, Chief Financial Officer, Treasurer and
Secretary