

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 8-K

November 28, 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) November 21, 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.

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

On November 21, 2018, the Company appointed Kathy Rouan, Ph.D., as a director. Dr. Rouan's appointment, which will be effective on December 1, 2018, was made to the class with terms expiring at the annual meeting of stockholders to be held in 2019. Dr. Rouan was not appointed to serve on any committees of the Board, although she may be appointed to one or more committees at a later date. On November 26, 2018, the Company issued a press release relating to the appointment of Dr. Rouan, which is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Similar to other non-employee directors, Dr. Rouan 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. Rouan and any other person pursuant to which she was selected as a director of the Company and there are no family relationships between Dr. Rouan 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. Rouan 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. Rouan is expected to enter 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 November 26, 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: November 28, 2018 By: /s/ Jed A. Latkin  
Jed A. Latkin

Chief Executive Officer, Chief Operating Officer and Chief Financial Officer