

Eloxx Pharmaceuticals, Inc.
Form 8-K
March 02, 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): February 26, 2018

Eloxx Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-31326
(Commission

File Number)

84-1368850
(IRS Employer

Identification No.)

950 Winter Street

Waltham, MA

(Address of principal executive offices)

02451

(Zip Code)

Registrant's telephone number, including area code: (781) 577-5300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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.

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

(d) Effective February 26, 2018, the Board of Directors (the Board) of Eloxx Pharmaceuticals, Inc. (the Company), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Dr. Jasbir Seehra as a director to serve on the Board until his successor is duly elected and qualified, or until his earlier death, resignation or removal. In connection therewith, the Board increased the authorized number of directors to nine. Dr. Seehra has not been appointed to any committees of the Board at this time.

Dr. Seehra will be entitled to compensation for his services as a Board member in accordance with a director compensation policy, which the Company expects to adopt in 2018. In connection with his appointment, Dr. Seehra and the Company will enter into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.4 to the Company's Current Report on Form 8-K (File No. 001-31326), filed with the U.S. Securities and Exchange Commission on December 22, 2017.

Dr. Seehra was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person, and there are no related party transactions between Dr. Seehra and the Company that would require disclosure under Item 404(a) of Regulation S-K.

On February 28, 2018, the Company issued a press release regarding the appointment of Dr. Seehra to the Board, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------------|---|
| 99.1 | <u>Press Release of the Company dated February 28, 2018</u> |

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.

ELOXX PHARMACEUTICALS, INC.

Date: March 2, 2018

By: /s/ Gregory Weaver
Gregory Weaver
Chief Financial Officer