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): May 11, 2023

NEUROBO PHARMACEUTICALS, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware	001-37809	47-2389984
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

200 Berkeley Street, 19th Floor
Boston, Massachusetts 02116
(Address of principal executive offices, including Zip Code)

Registrant's Telephone Number, Including Area Code: (857) 702-9600

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	**NRBO**	**The Nasdaq Stock Market LLC**

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)

On May 11, 2023, the Board of Directors (the ***"Board"***) of NeuroBo Pharmaceuticals, Inc., a Delaware corporation (the ***"Company"***), on the recommendation of the Nominating and Corporate Governance Committee of the Board (the ***"Nominating Committee"***), appointed Mark A. Glickman, effective immediately, to serve as a Class III director to hold office for a term expiring at the Company's 2025 annual meeting of the Company's stockholders, which is the next stockholder meeting at which Class III directors will be elected. The Board has determined that Mr. Glickman is independent in accordance with the listing standards of Nasdaq, the Company's internal policies, and the rules and regulations of the Securities and Exchange Commission.

Mark Glickman served as the Co-Chief Executive officer for TherapeuticsMD, Inc. (NASDAQ: TXMD) from 2022 through the sale of the assets of TXMD to Mayne Therapeutics in January of 2023. Prior to this role, Mr. Glickman served as Chief Business Officer, Commercial of TherapeuticsMD, Inc. since June 2021. Previously, Mr. Glickman served as the Chief Commercial Officer for Esperion Therapeutics, Inc. (NASDAQ: ESPR) from 2018 until December 2020, where he developed and led the commercial division in the launch of Esperion's first cardiovascular prescription therapy. From June 2015 to March 2018, Mr. Glickman served as the Chief Commercial Officer for Aralez Pharmaceuticals, where Mr. Glickman built out and led the first commercial effort for a previously clinical organization. Prior to June 2015, Mr. Glickman was Executive Vice President of Sales and Marketing for Auxilium (Endo) where Mr. Glickman led all commercial efforts for a portfolio of thirteen pharmaceutical products. Mr. Glickman's previous positions include Senior Vice President of Sales and Marketing and Vice President of Medical Devices for Otsuka America Pharmaceuticals Inc. and marketing head, Regional Sales Director and Vice President of Sales and Operations at Kos Pharmaceuticals (Abbot Labs) where Mr. Glickman expanded his skills in the commercial products area.

Mr. Glickman has over 30 years of experience in the pharmaceutical and medical device industry where he began his life sciences career as a diagnostic sales representative and progressed in roles of increasing responsibility to senior executive positions. Mr. Glickman received a Bachelor of Arts degree in Political Science from S.U.N.Y Oswego, and a Master of Business Administration in Finance and International Management from the N.Y.U. Stern School of Business.

In connection with Mr. Glickman's appointment to the Board, the Company will enter into its standard form of indemnification agreement for directors and officers, a copy of which was previously filed as Exhibit 10.5 to the Form 8-K filed on December 31, 2019, and is incorporated herein by reference, with Mr. Glickman. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Mr. Glickman for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by Mr. Glickman in any action or proceeding arising out of Mr. Glickman's service to the Board.

There is no understanding or arrangement between Mr. Glickman and any other person pursuant to which Mr. Glickman was appointed as a director. There is no family relationship between Mr. Glickman and any director or officer of the Company, and except as stated herein, Mr. Glickman does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Glickman's service as a member of the Board, Mr. Glickman is entitled to receive the Company's standard non-employee director compensation pursuant to the Company's Amended and Restated Non-Employee Director Compensation Policy, which was adopted by the Board on January 14, 2022, a copy of which was previously filed as Exhibit 10.1 to the Form 8-K filed on January 28, 2022 (the ***"Non-Employee Director Compensation Policy"***), and is incorporated herein by reference. Pursuant to the terms and conditions of the Non-Employee Director Compensation Policy, Mr. Glickman is entitled to receive an initial grant for a nonstatutory stock option to acquire 40,000 shares of the Company's common stock (the ***"Initial Grant"***) pursuant to the terms and conditions of the Company's 2022 Equity Incentive Plan (the ***"Plan"***), which will vest in a series of three successive equal annual installments over the three-year period measured from the date of grant, subject to Mr. Glickman's service to the Company through each applicable vesting date. Pursuant to the terms and conditions of the Non-Employee Director Compensation Policy, Mr. Glickman will receive $40,000 annual cash retainer for serving as a member of the Board, which will be pro-rated for the remainder of calendar year 2023. In the event Mr. Glickman is appointed to serve on any committees of the Board, Mr. Glickman will be entitled to the additional compensation for Committee service as set forth in the Non-Employee Director Compensation Policy.

In accordance with the Non-Employee Director Compensation Policy, Mr. Glickman will also be eligible to be granted, immediately following the Company's annual meeting of stockholders, a nonstatutory stock option to purchase 20,000 shares of Company common stock (the ***"Annual Grant"***). Each Annual Grant will vest upon the earlier of the one (1) year anniversary of the grant date or the day prior to the Company's next annual meeting occurring after the grant date, subject to Mr. Glickman's service to the Company through the vesting date. The nonstatutory stock options are subject to the terms and conditions of the Plan and its related agreements. Additionally, pursuant to the applicable terms and conditions of the Non-Employee Director Compensation Policy, Mr. Glickman may elect to receive a restricted stock unit award in lieu of the cash compensation payable to Mr. Glickman.

The Compensation Committee of the Board is currently reviewing the compensation terms set forth in the Non-Employee Director Compensation Policy with an outside compensation advisory firm. As a result, notwithstanding the terms and conditions of the Non-Employee Director Compensation Policy, Mr. Glickman will not be issued the Initial Grant and in lieu of the Initial Grant will be issued the equity consideration contemplated by the revisions to the Non-Employee Director Compensation Policy as modified by the Board following Mr. Glickman's appointment to the Board.

On May 12, 2023, the Company issued a press release announcing the appointment of Mr. Glickman to the Board. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press release dated May 12, 2023.
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

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.

NEUROBO PHARMACEUTICALS, INC.

Date: May 12, 2023

By: /s/ Joseph Hooker
Joseph Hooker
Interim President and Chief Executive Officer

Exhibit 99.1

NeuroBo Pharmaceuticals, Inc. Appoints Pharmaceutical Industry Executive, Mark A. Glickman, to its Board of Directors

BOSTON, May 12, 2023 – NeuroBo Pharmaceuticals, Inc. (Nasdaq: NRBO), a clinical-stage biotechnology company on a quest to transform cardiometabolic diseases, today announced the appointment of Mark A. Glickman to its Board of Directors, effective as of May 11, 2023.

"Mark is a highly accomplished pharmaceutical industry executive with more than 30 years of industry experience, including many senior leadership positions," said Andrew I. Koven, Chairman of NeuroBo's Board of Directors. "I am pleased to welcome Mark to the NeuroBo Board of Directors and look forward to his contributions as we pursue the clinical development of our two cardiometabolic assets; DA-1241, a novel G-Protein-Coupled Receptor 119 (GPR119) agonist for which we plan to initiate a two-part, Phase 2a clinical trial for the treatment of nonalcoholic steatohepatitis (NASH) in the third quarter of 2023. Our second asset, DA-1726, is a novel oxyntomodulin (OXM) analogue that acts as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR) dual agonist, which we expect to bring through the Investigational New Drug (IND) application process, with the goal of initiating a Phase 1a safety study in the first half of 2024."

"I am excited to join the NeuroBo Board of Directors at such an important stage for the Company, especially during the advancement of the Company's two promising cardiometabolic assets," said Mr. Glickman. "I look forward to working with my fellow Directors and the NeuroBo leadership team as we position the Company for long-term growth and value creation."

Mr. Glickman has over 30 years of experience in the pharmaceutical and medical device industry, where he began his life sciences career as a diagnostic sales representative and progressed in roles of increasing responsibility to senior executive positions. Mr. Glickman was most recently the Co-Chief Executive officer for TherapeuticsMD, Inc. from 2022 through the sale of the company's assets to Mayne Therapeutics in January 2023. Prior to this role, he served as Chief Business Officer, Commercial of TherapeuticsMD, Inc. since June 2021. Previously, from April 2018 until December 2020, Mr. Glickman was the Chief Commercial Officer for Esperion Therapeutics, Inc., where he developed and led the commercial division in the launch of the company's first cardiovascular prescription therapy. From June 2015 to March 2018, Mr. Glickman served as the Chief Commercial Officer for Aralez Pharmaceuticals Inc., where he built out and led the first commercial effort for a previously clinical organization. Prior to this, he was Executive Vice President of Sales and Marketing for Auxilium Pharmaceuticals (Endo Pharmaceuticals), during which time, he led all commercial efforts for a portfolio of 13 pharmaceutical products. Mr. Glickman's previous positions include Senior Vice President of Sales and Marketing and Vice President of Medical Devices for Otsuka America Pharmaceuticals Inc., and marketing head, Regional Sales Director and Vice President of Sales and Operations at Kos Pharmaceuticals (a subsidiary of Abbott Laboratories), where he expanded his skills in the commercial products area.

Mr. Glickman received a Bachelor of Arts in Political Science from the State University of New York Oswego, and a Master of Business Administration in Finance and International Management from New York University's Stern School of Business.

About NeuroBo Pharmaceuticals

NeuroBo Pharmaceuticals, Inc., is a clinical-stage biotechnology company on a quest to transform cardiometabolic diseases. The company is currently developing DA-1241 for the treatment of Non-Alcoholic Steatohepatitis (NASH)

and Type 2 Diabetes Mellitus (T2DM), and is developing DA-1726 for the treatment of obesity. DA-1241 is a novel G-Protein-Coupled Receptor 119 (GPR119) agonist, which promotes the release of key gut peptides GLP-1, GIP, and PYY. In preclinical studies, DA-1241 demonstrated positive effect on liver inflammation, lipid metabolism, weight loss, and glucose metabolism, reducing hepatic steatosis, hepatic inflammation, and liver fibrosis, while also improving glucose control. DA-1726 is a novel oxyntomodulin (OXM) analogue that acts as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR) dual agonist. OXM is a naturally-occurring gut hormone that activates GLP1R and GCGR, thereby decreasing food intake while increasing energy expenditure, thus potentially resulting in superior body weight loss compared to selective GLP1R agonists.

For more information, please visit www.neurobopharma.com.

Forward Looking Statements

Certain statements in this release may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the closing of the offering of securities. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this release, including, without limitation, those risks associated with our ability to execute on our commercial strategy, the timeline for regulatory submissions, regulatory steps and potential regulatory approval of our current and future product candidates, the ability to realize the benefits of the license agreement with Dong-A ST Co. Ltd., including the impact on future financial and operating results of NeuroBo; the ability to integrate the new product candidates into NeuroBo's business in a timely and cost-efficient manner; the cooperation of our contract manufacturers, clinical study partners and others involved in the development of our current and future product candidates; our ability to initiate and complete clinical trials on a timely basis; our ability to recruit subjects for our clinical trials; costs related to the license agreement, known and unknown, including costs of any litigation or regulatory actions relating to the license agreement; changes in applicable laws or regulations; effects of changes to NeuroBo's stock price on the terms of the license agreement and any future fundraising; and other risks and uncertainties described in our filings with the SEC. Forward-looking statements speak only as of the date when made. NeuroBo does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

Rx Communications Group
Michael Miller
+1-917-633-6086
mmiller@rxir.com