

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) **August 30, 2020**

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) | (I. R. S. Employer Identification No.) |

200 Berkeley Street, Office 19th Floor
Boston, Massachusetts 02116
(Address of principal executive offices, including ZIP code)

(857) 702-9600
(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))

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, \$0.001 par value | 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.

On August 30, 2020, Steven Gullans, Ph.D., provided notice of his resignation from the Board of Directors (the “Board”) of NeuroBo Pharmaceuticals, Inc. (the “Company”), effective on August 31, 2020. Mr. Gullans’s resignation was not the result of any disagreement with the Company regarding the Company’s operations, policies or practices.

On September 1, 2020, upon recommendation from the Nominating and Corporate Governance Committee of the Board, the Board appointed Douglas J. Swirsky as a Class I member of the Board to fill the vacancy left by Mr. Gullans.

Mr. Swirsky currently serves as President and Chief Executive Officer and a director of a publicly traded pharmaceutical company, Rexahn Pharmaceuticals, Inc. (NASDAQ: REXN). He has held these positions since November 2018, and served as Rexahn’s President, Chief Financial Officer, and Corporate Secretary from January 2018 to November 2018. Prior to joining Rexahn, Mr. Swirsky was President, CEO and a director of GenVec, Inc., a publicly traded biotechnology company, a position he held from 2013 through the sale of the company in 2017. He joined GenVec in 2006 as Chief Financial Officer. Prior to joining GenVec, Mr. Swirsky was a Managing Director and the Head of Life Sciences Investment Banking at Stifel Nicolaus from 2005 to 2006 and held investment banking positions at Legg Mason from 2002 until Stifel Financial’s acquisition of the Legg Mason Capital Markets business in 2005.

Mr. Swirsky also previously held investment banking positions at UBS, PaineWebber and Morgan Stanley. Mr. Swirsky currently serves as the Chairman of the Board of Collectar Biosciences, Inc., a publicly traded clinical stage biopharmaceutical company. Within the last five years, Mr. Swirsky also served on the boards of directors of then-publicly traded life sciences companies Pernix Therapeutics Holdings, Inc. and Fibrocell Science, Inc. Mr. Swirsky is a certified public accountant and a CFA® charter holder. He received his B.S. in Business Administration from Boston University and his M.B.A. from the Kellogg School of Management at Northwestern University. Mr. Swirsky contributes extensive financial and industry experience to the boards of directors on which he serves.

Mr. Swirsky has been appointed to the Audit Committee of the Board. Mr. Swirsky was not selected as a director pursuant to any arrangement or understanding with any other person. There are no transactions in which Mr. Swirsky has an interest requiring disclosure under Item 404(a) of Regulation S-K. Mr. Swirsky will receive compensation in accordance with the Company’s policies for compensation payable to the Company’s non-employee directors. Such policy provides for cash compensation of \$20,000 per year for service on the Board, plus an additional \$20,000 per year for service on at least one Board committee. Mr. Swirsky also received an option to purchase 60,000 shares of the Company’s common stock, vesting monthly over three years, subject to continuing service.

Item 7.01. Regulation FD Disclosure.

On September 2, 2020, the Company issued a press release announcing the departure of Dr. Gullans from the Board and the addition of Mr. Swirsky to the Board. A copy of this press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description of Exhibit

99.1 [Press Release, issued by NeuroBo Pharmaceuticals, Inc., dated September 2, 2020.](#)

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.

Date: September 2, 2020

NeuroBo Pharmaceuticals, Inc.

/s/ Richard Kang

Richard Kang

President and Chief Executive Officer

NeuroBo Pharmaceuticals Appoints Douglas J. Swirsky to the Board of Directors

Industry Veteran Brings More Than 20 Years of Corporate Leadership and Investment Banking Expertise

BOSTON, September 2, 2020 -- NeuroBo Pharmaceuticals, Inc. (Nasdaq: NRBO), a clinical-stage biotechnology company focused on developing and commercializing multimodal, disease-modifying therapies for neurodegenerative and cardiometabolic diseases, today announced that Douglas J. Swirsky, President and Chief Executive Officer of publicly traded Rexahn Pharmaceuticals, Inc., has been appointed to the Company's Board of Directors, effective September 1, 2020. In addition to his position as an independent director, Mr. Swirsky will also serve as a member of the Audit Committee. He replaces Steven Gullans, Ph.D., who resigned from the Board of Directors effective August 31, 2020.

"Doug brings to NeuroBo more than two decades of relevant experience in the biopharmaceutical and healthcare sectors, having served as a director of, or in senior management positions at, a number of publicly held companies over the last 14 years and having provided counsel to corporate clients as a healthcare investment banker," stated Richard J. Kang, Ph.D., President and Chief Executive Officer of NeuroBo. "Doug's vast industry expertise and proven leadership capabilities make him a valuable asset, and we look forward to working together on our clinical and preclinical pipeline activities. As we welcome Doug to the NeuroBo team, I want to also extend our sincere gratitude to Dr. Gullans for his service on the Board and his contributions to our merger with Gemphire."

In addition to his roles at Rexahn, Mr. Swirsky is currently Chairman of the Board of Colletar Biosciences, Inc., a publicly traded, clinical stage biopharmaceutical company. Prior to joining Rexahn in January 2018, from 2013 through its sale to Precigen, Inc. (formerly known as Intrexon Corporation) in 2017, Mr. Swirsky was President and Chief Executive Officer of publicly traded biotechnology company, GenVec, Inc., which he joined in 2006 as Chief Financial Officer. Prior to joining GenVec, Mr. Swirsky worked at Stifel Nicolaus, where he served as a managing director and the head of Life Sciences Investment Banking. Previously, Mr. Swirsky held investment banking positions at UBS, PaineWebber, Morgan Stanley, and Legg Mason.

Mr. Swirsky is a certified public accountant and a CFA® charterholder. He received his B.S. in Business Administration from Boston University and his M.B.A. from the Kellogg School of Management at Northwestern University.

About NeuroBo Pharmaceuticals

NeuroBo Pharmaceuticals, Inc. is focused on novel treatments for neurodegenerative and cardiometabolic diseases affecting millions of patients worldwide. The company's multimodal approach has the potential to address the multiple underlying mechanisms of neurodegenerative diseases, alleviate symptoms and slow disease progression. The company's drug candidate, NB-01, for the treatment of painful diabetic neuropathy (PDN), has been shown in a Phase 2 study to significantly reduce pain symptoms associated with PDN with a superior safety profile when compared to currently available treatments. Due to global COVID-19 crisis, a planned Phase 3 study was postponed. In the interim, NeuroBo is exploring a potential orphan drug indication targeting chronic pain for NB-01. NeuroBo's drug candidate, NB-02, is focused on the treatment of Alzheimer's disease and neurodegenerative diseases associated with the pathological dysfunction of tau proteins in the brain. The company's third program,

Gemcabene, is focused on developing and commercializing therapies for the treatment of dyslipidemia, a serious medical condition that increases the risk of life-threatening cardiovascular disease.

NeuroBo Pharmaceuticals was jointly founded by Dr. Roy Freeman, professor of neurology at Harvard Medical School and renowned expert in neuropathic pain, and JK BioPharma Solutions, a biotechnology consulting company, to commercialize natural product-based research into ethical medicines. In December 2019, NeuroBo merged with Gemphire Therapeutics and through such merger, became listed on the Nasdaq Stock Market and added the Gemcabene family of related assets to its portfolio. For more information visit: <https://www.neurobopharma.com>.

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