

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 8-K

July 08, 2015

**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) July 1, 2015

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.)

5600 Blazer Parkway, Suite 200, 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.)

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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))

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

On July 1, 2015, Peter Drake, Ph.D. formally notified Navidea Biopharmaceuticals, Inc. (the “Company”) that he will not stand for re-election as a director upon the expiration of his current term, which will end at the Company’s 2015 annual meeting of stockholders that will be held on July 16, 2015. Dr. Drake cited conflicting time commitments resulting from membership on the Company’s board as the reason for his declining re-election. There were no matters of disagreement between Dr. Drake and the Company concerning the Company’s operations, policies or practices.

Dr. Drake was included in the Company’s proxy statement for the 2015 annual meeting of stockholders as a nominee for an additional term as a director. In light of his decision not to stand for re-election, the Company has filed with the Commission as supplemental proxy material, and posted on the Website where it has posted materials identified in its Notice of Internet Availability of Proxy Materials, a letter to stockholders advising them of Dr. Drake’s withdrawal and that proxies marked to elect him as a director at the annual meeting will not be counted for his election. A copy of the letter is filed as an exhibit to this Report, and is incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits.

*Exhibit*

*Number Exhibit Description*

99.1 Letter to Stockholders dated July 6, 2015

Statements contained or incorporated by reference in this Current Report on Form 8-K which relate to other than strictly historical facts, such as statements about the Company’s plans and strategies, expectations for future financial performance, new and existing products and technologies, and markets for the Company’s products, are forward-looking statements. The words “believe,” “expect,” “anticipate,” “estimate,” “project,” and similar expressions identify forward-looking statements that speak only as of the date hereof. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, the Company’s continuing operating losses, uncertainty of market acceptance, reliance on third party manufacturers, accumulated deficit, future capital needs, uncertainty of capital funding, dependence on limited product line and distribution channels, competition, limited marketing and manufacturing experience, and other risks detailed in the Company’s most recent Annual Report on Form 10-K and other filings with the United States Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statements.



**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: July 8, 2015 By: /s/ Brent L. Larson

Brent L. Larson, Executive Vice President and Chief Financial Officer