

POLARITYTE, INC.  
Form 8-K  
September 21, 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): September 20, 2018

**POLARITYTE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **000-51128**    **06-1529524**  
(State or other jurisdiction) (Commission (IRS Employer

of incorporation)              File Number) Identification No.)

**1960 S. 4250 West**

**Salt Lake City, UT 84104**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(385) 237-2279**

(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))

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 September 20, 2018, the Board of Directors of PolarityTE, Inc. (the “Company”) approved the following annual bonus compensation for certain executive officers:

| Name and Principal Position  | Bonus (\$) | Restricted Share Award (#) | Stock Option Award (#) |
|--|------------|----------------------------|------------------------|
| <b>Denver Lough</b>  |            |                            |                        |
| <i>Chairman of the Board,</i>  | 510,000    | 105,000                    | 195,000                |
| <i>Chief Executive Officer</i>   |            |                            |                        |
| <b>Edward Swanson</b>  |            |                            |                        |
|  | 250,000    | 35,000                     | 65,000                 |
| <i>Chief Operating Officer</i>   |            |                            |                        |
| <b>Paul Mann</b>   |            |                            |                        |
|  | 75,666     | 11,667                     | 21,665                 |
| <i>Chief Financial Officer</i>   |            |                            |                        |
| <b>Cameron Hoyler</b>  |            |                            |                        |
|  | 275,000    | 35,000                     | 65,000                 |
| <i>Executive Vice President of Corporate Strategy, General Counsel</i> |            |                            |                        |

The restricted share awards and stock options have a grant date of September 20, 2018, and were issued under the Company’s 2017 Equity Incentive Plan. Each of the restricted share awards vests in four equal installments every six months beginning on the date six months following the grant date. Each of the stock option awards vests in 24 equal monthly installments beginning one month following the grant date, has an exercise price of \$20.12 per share, and is exercisable after vesting over a term of ten years from the grant date.

In addition to the foregoing, the Board of Directors approved an increase in the annual base salary of Cameron Hoyler, Executive Vice President of Corporate Strategy and General Counsel, from \$385,000 to \$400,000 effective November 1, 2018.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

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The Company held its 2018 Annual Meeting of Stockholders on September 20, 2018. At the Annual Meeting the stockholders voted on the following five proposals:

1. Elect Jeff Dyer and Jon Mogford to serve as Class I directors;
2. Approve, by a non-binding advisory vote, the compensation of the Company's named executive officers;
3. Approve the Company's 2019 Employee Stock Purchase Plan;
4. Approve the Company's 2019 Equity Incentive Plan; and
5. Ratify the appointment of EisnerAmper LLP as the Company's independent public accountant for the fiscal year ending October 31, 2018.

At the meeting the stockholders elected the nominees and approved the remaining proposals by the following vote:

Proposal No. 1 Election of Class I Directors

|             | Votes For  | Votes<br>Withheld | Broker<br>Non-Votes |
|-------------|------------|-------------------|---------------------|
| Jeff Dyer   | 11,749,686 | 1,336,128         | 3,972,649           |
| Jon Mogford | 12,041,745 | 1,044,069         | 3,972,649           |

Proposal No. 2 Advisory Vote on Executive Compensation

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 11,352,659 | 1,629,470        | 103,685 | 3,972,649           |

Proposal No. 3 Approve the 2019 Employee Stock Purchase Plan

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 13,051,226 | 28,982           | 5,583   | 3,972,672           |

Proposal No. 4 Approve the 2019 Equity Incentive Plan

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 11,408,619 | 1,666,884        | 10,288  | 3,972,672           |

Proposal No. 5 Ratify the Appointment of the Independent Public Accountant

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 16,927,011 | 130,583          | 869     | -0-                 |

**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.

**POLARITYTE, INC.**

Dated: September 21, 2018 /s/ *Paul Mann*  
Paul Mann  
Chief Financial Officer

