
**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): **April 12, 2018**

ZYNERBA PHARMACEUTICALS, INC.

(Exact Name of Issuer as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-37526
(Commission
File Number)

26-0389433
(I.R.S. Employer
Identification No.)

80 W. Lancaster Avenue, Suite 300
Devon, PA 19333
(Address of Principal Executive Offices)

(484) 581-7505
(Registrant's Telephone Number, Including Area Code)

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 April 12, 2018, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Zynherba Pharmaceuticals, Inc. (the “Company”), the Board appointed John P. Butler as a director to fill a vacancy on the Board and as a member of the Nominating and Corporate Governance Committee of the Board, effective immediately. Mr. Butler will stand for re-election with the other directors at the Company’s 2018 annual meeting of stockholders. The Board has determined that Mr. Butler is an independent director under the applicable NASDAQ rules. There are no arrangements or understandings between Mr. Butler and any other person pursuant to which he was selected as a director.

In accordance with the Company’s Non-Employee Director Compensation Policy, the Board approved a grant to Mr. Butler of an option to purchase 35,000 shares of the Company’s common stock under the Company’s Amended and Restated 2014 Omnibus Incentive Compensation Plan. The stock options have a ten-year term subject to earlier termination and an exercise price equal to \$9.90 per share, which was the closing price of the Company’s common stock on the NASDAQ Global Market on April 12, 2018. The stock options vest annually in equal proportions over a period of three years beginning on April 12, 2019, but may vest earlier upon a change of control of the Company or the death or total disability of Mr. Butler. In accordance with the Company’s Non-Employee Director Compensation Policy, Mr. Butler will also receive a cash retainer of \$35,000 per year as a director, a cash retainer of \$4,000 per year as a member of the Nominating and Corporate Governance Committee and an annual award of an option to purchase 15,000 shares of the Company’s common stock, vesting on the earlier of (i) the day before the following annual meeting of stockholders and (ii) the first anniversary of the date of grant, which award may also vest earlier upon a change of control of the Company or the death or total disability of Mr. Butler. Each cash retainer will be paid in quarterly installments, and Mr. Butler may submit an election to receive stock options in lieu of such quarterly cash payments, which will be fully vested on the date of grant and in an amount based on the Black-Scholes valuation.

There are no family relationships between Mr. Butler and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On April 16, 2018, the Company issued a press release announcing the appointment of Mr. Butler as a director. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being filed herewith:

(d) Exhibits

Exhibit No.	Document
99.1	Press Release, dated April 16, 2018.

SIGNATURE

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: April 16, 2018

ZYNERBA PHARMACEUTICALS, INC.

By: /s/ Suzanne Hanlon

Name: Suzanne Hanlon

Title: Secretary, Vice President and General Counsel



Zynerba Pharmaceuticals Appoints John P. Butler to Board of Directors

DEVON, Pa., April 16, 2018 — Zynerba Pharmaceuticals, Inc. (NASDAQ:ZYNE), a clinical-stage specialty neuropsychiatric pharmaceutical company dedicated to developing and commercializing innovative pharmaceutically-produced transdermal cannabinoid treatments for rare and near-rare neurological and psychiatric disorders with high unmet medical needs, today announced the appointment of John Butler to its board of directors. Mr. Butler serves as the President, Chief Executive Officer and member of the Board of Directors at Akebia Therapeutics.

“We are excited to welcome John to our Board at such an important time in our evolution,” said Armando Anido, Chairman and Chief Executive Officer of Zynerba. “John is a recognized leader in our industry, and his extensive operational and commercialization experience in rare diseases will be instrumental as we execute on our vision to bring new therapeutic options to patients with rare and debilitating neuropsychiatric disorders.”

Mr. Butler has served as the President, Chief Executive Officer and member of the Board of Directors of Akebia Therapeutics, Inc. since 2013, where he has led the company through its IPO and multiple strategic partnering transactions. Previously Mr. Butler served as the Chief Executive Officer of Inspiration Biopharmaceuticals, Inc. where he led the transactions that resulted in the sale of Inspiration’s hemophilia assets to Cangene Corporation and Baxter International for a total aggregate consideration that could exceed one billion dollars. From 1997 to 2011, Mr. Butler held various positions of increasing strategic importance at Genzyme Corporation, culminating in his tenure as President of the company’s rare genetic diseases business. Prior to his work at Genzyme, Mr. Butler held sales and marketing positions at Amgen and Hoffmann-La Roche. He was a member of the Board of Directors of Relypsa, Inc. from 2013 to 2016, and Chairman of the Board at Keryx Biopharmaceuticals, from 2015 to 2017. Mr. Butler received a B.A. in Chemistry from Manhattan College and an M.B.A. degree from Baruch College, City University of New York.

“This is an important and exciting time for Zynerba as they initiate a pivotal program in Fragile X syndrome mid-year and begin their transition into a commercial stage company,” said Mr. Butler. “I look forward to contributing to the Company’s success as they work to change the lives of people living with certain rare and near-rare neuropsychiatric diseases and their families.”

About Zynerba Pharmaceuticals, Inc.

Zynerba Pharmaceuticals (NASDAQ: ZYNE) is a clinical-stage specialty pharmaceutical company dedicated to developing and commercializing innovative pharmaceutically-produced transdermal cannabinoid treatments for rare or near-rare neuropsychiatric diseases with high unmet medical needs.



We are dedicated to improving the lives of people with severe health conditions by developing cannabinoid medicines designed to meet the rigorous efficacy and safety standards established by global regulatory agencies. Through the discovery and development of these potentially life-changing medicines, Zynerba seeks to improve the lives of patients battling severe, chronic health conditions including Fragile X syndrome, refractory epilepsies, Tourette Syndrome, and other neuropsychiatric disorders. Learn more at www.zynerba.com and follow the Company on Twitter at [@ZynerbaPharma](https://twitter.com/ZynerbaPharma).

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. We may, in some cases, use terms such as “predicts,” “believes,” “potential,” “proposed,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from the Company’s current expectations. For example, there can be no guarantee that the Company will obtain approval for ZYN002 from the U.S. Food and Drug Administration (FDA) or foreign regulatory authorities; even if ZYN002 are approved, the Company may not be able to obtain the label claims that it is seeking from the FDA. In addition, the Company’s cash and cash equivalents may not be sufficient to support its operating plan for as long as anticipated. Management’s expectations and, therefore, any forward-looking statements in this press release could also be affected by risks and uncertainties relating to a number of other factors, including the following: the success, cost and timing of the Company’s product development activities, studies and clinical trials; the success of competing products that are or become available; the Company’s ability to commercialize its product candidates; the size and growth potential of the markets for the Company’s product candidates, and the Company’s ability to service those markets; the Company’s ability to develop sales and marketing capabilities, whether alone or with potential future collaborators; the rate and degree of market acceptance of the Company’s product candidates; and the Company’s expectations regarding its ability to obtain and adequately maintain sufficient intellectual property protection for its product candidates. This list is not exhaustive and these and other risks are described in the Company’s periodic reports, including the annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, filed with or furnished to the Securities and Exchange Commission and available at www.sec.gov. Any forward-looking statements that the Company makes in this press release speak only as of the date of this press release. The Company assumes no obligation to update forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

Investor Contact

Will Roberts, VP Investor Relations and Corporate Communications
Zynerba Pharmaceuticals
484.581.7489
robertsw@zynerba.com