
**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): **February 19, 2019**

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 February 19, 2019, the Board of Directors (the “Board”) of Zynherba Pharmaceuticals, Inc. (the “Company”) voted to increase the size of the Board from seven to eight directors and, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Pamela Stephenson as a director and as a member of the Nominating and Corporate Governance Committee of the Board, effective immediately. Ms. Stephenson will stand for re-election with the other directors at the Company’s 2019 annual meeting of stockholders. The Board has determined that Ms. Stephenson is an independent director under the applicable NASDAQ rules. There are no arrangements or understandings between Ms. Stephenson and any other person pursuant to which she was selected as a director.

In accordance with the Company’s Non-Employee Director Compensation Policy, the Board approved a grant to Ms. Stephenson 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 option has a ten-year term subject to earlier termination and an exercise price equal to \$5.03 per share, which was the closing price of the Company’s common stock on the NASDAQ Global Market on February 19, 2019. The stock options vest annually in equal proportions over a period of three years beginning on February 19, 2020, but may vest earlier upon a change of control of the Company or the death or total disability of Ms. Stephenson. In accordance with the Company’s Non-Employee Director Compensation Policy, Ms. Stephenson 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 Ms. Stephenson. Each cash retainer will be paid in quarterly installments, and Ms. Stephenson 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 Ms. Stephenson and any director or executive officer of the Company, and she 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 February 20, 2019, the Company issued a press release announcing the appointment of Ms. Stephenson 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.

The information furnished pursuant to this Item 7.01, including exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being filed herewith:

(d) Exhibits

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release, dated February 20, 2019.

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: February 20, 2019

ZYNERBA PHARMACEUTICALS, INC.

By: /s/ Suzanne Hanlon

Name: Suzanne Hanlon

Title: Secretary, Vice President and General Counsel



Zynerba Pharmaceuticals Appoints Pamela Stephenson to Board of Directors

DEVON, Pa., February 20, 2019 — Zynerba Pharmaceuticals, Inc. (NASDAQ:ZYNE), the leader in innovative pharmaceutically-produced transdermal cannabinoid therapies for rare and near-rare neuropsychiatric disorders, today announced the appointment of Pamela Stephenson to its Board of Directors. Ms. Stephenson serves as the Vice President for Global Market Access and Value at Vertex Pharmaceuticals.

“We are excited to welcome Pamela to our Board at such a pivotal time for the Company,” said Armando Anido, Chairman and Chief Executive Officer of Zynerba. “Pamela brings with her a wealth of expertise in commercial planning, market development, product launch and market access. This experience will be essential as we develop the market for ZYN002 in Fragile X Syndrome and await data from our ongoing pivotal CONNECT-FX study. Pamela’s commercial insight will be instrumental as we continue toward our goal of bringing important new products to market for patients with few, if any, therapeutic options.”

Ms. Stephenson has served as Vice President at Vertex Pharmaceuticals since 2008. She is currently responsible for leading the global market access and pricing strategy for current and future products. She oversees the Health Economics & Outcomes Research and the Global Pricing & Market Access teams and is a member of the Commercial Leadership Team that guides the global commercial strategy for Vertex. Previously, Ms. Stephenson served as Vice President of Cystic Fibrosis Marketing and Patient Services at Vertex, where she led the U.S. launch of Orkambi® (lumacaftor/ivacaftor). She also led the launch of the company’s first commercial product, Incivek® (telaprevir) for Hepatitis C. The Incivek team received the Prix Galien Award for Best Pharmaceutical Product in 2012. Prior to Vertex, Pamela was with Pfizer for 10 years in roles of increasing strategic importance, and led marketing efforts for brands such as Viagra® (sildenafil citrate) and Aromasin® (exemestane). She has a BA from Brown University and an MPH from Boston University School of Public Health.

“Zynerba is in an important phase of its journey as it begins its preparations for a potential launch of the first product ever indicated for use in children and adolescents with Fragile X Syndrome,” said Ms. Stephenson. “I am excited to join Zynerba’s Board of Directors at this time, and look forward to contributing to the Company’s future successes.”

About Zynerba Pharmaceuticals, Inc.

Zynerba Pharmaceuticals is the leader in pharmaceutically-produced transdermal cannabinoid therapies for rare and near-rare neuropsychiatric disorders. We are committed to improving the lives of patients and their families living with severe, chronic health conditions including Fragile X syndrome, Autism Spectrum Disorder, 22q11.2 Deletion Syndrome (22q), and a heterogeneous group of rare and ultra-rare epilepsies known as developmental and epileptic encephalopathies (DEE). Learn more at www.zynerba.com and follow us 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

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