
**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 2, 2021**

Oyster Point Pharma, Inc.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-39112
(Commission
File Number)

81-1030955
(I.R.S. Employer
Identification No.)

**202 Carnegie Center, Suite 109
Princeton, New Jersey 08540**
(Address, including zip code, of Registrants principal executive offices)

(609) 382-9032
(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))

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, par value \$0.001 per share	OYST	The Nasdaq Global Select Market

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 Arrangement of Certain Officers.

Appointment of George Eliades

On April 5, 2021, Oyster Point Pharma, Inc. (the “**Company**”) announced that, upon recommendation by the Corporate Governance and Nominating Committee, the Company’s board of directors (the “**Board**”) appointed George Eliades to serve as a director of the Company, effective April 2, 2021. The Company also announced that the Board has unanimously approved the appointment of Mr. Eliades to the Compensation Committee of the Board. Mr. Eliades’ term will expire at the Company’s 2022 annual meeting of stockholders.

Mr. Eliades has served as Senior Vice President, Corporate Development and Chief Transformation Officer of Jazz Pharmaceuticals since December 2020. From November 2007 to December 2020, Mr. Eliades was a partner at Bain & Company, where he focused primarily on advising biopharmaceutical clients. Mr. Eliades has advised multiple clients on their transformation agendas, including strategy, cost, M&A and digital driven transformation. Before joining Bain, Mr. Eliades was a consultant at Monitor Group serving global biopharmaceutical clients. Mr. Eliades serves as the Chairman of the Board of Directors for the Pulmonary Fibrosis Foundation and has also advised nonprofits in the healthcare space, including the California Life Sciences Association and the American Society of Retina Specialists.

There is no arrangement or understanding between Mr. Eliades and any other person pursuant to which he was selected as a director of the Company, and there is no family relationship between Mr. Eliades and any of the Company’s other directors or executive officers. Mr. Eliades does not have a material interest in any transaction that is required to be disclosed under Item 404(a) of Regulation S-K.

Mr. Eliades will be compensated in accordance with the Company’s outside director compensation policy currently in effect (the “**Policy**”). Pursuant to the Policy, Mr. Eliades will be entitled to receive a \$40,000 annual retainer for his service on the Board and a \$5,000 annual retainer for his service as a member of the Compensation Committee, prorated for the portion of the year served. In addition, pursuant to the Policy, on April 2, 2021, Mr. Eliades was granted 21,585 restricted stock units (“**RSUs**”) in the aggregate, consisting of 19,935 RSUs (the “**Initial Award**”), one-third of which will vest annually over three years, subject to continued service on the Board through each vesting date, and 1,650 RSUs (the “**Additional Initial Award**”), one-third of which will vest monthly on the same day of the month beginning on April 8, 2021 until the Company’s annual meeting which the Company expects to take place in June 2021 (the “**Annual Meeting**”), *provided, however*, if all of such RSUs in the Additional Initial Award are not fully vested at the Company’s next Annual Meeting, any such remaining RSUs will vest on the date of the Company’s next Annual Meeting, in each case, subject to continued service on the Board through each vesting date. In addition, Mr. Eliades will be eligible for an annual award of restricted stock units pursuant to the terms of the Policy. Mr. Eliades has also entered into the Company’s standard indemnity agreement, the form of which was previously filed by the Company as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-238194), initially filed with the Securities and Exchange Commission on May 12, 2020.

Item 7.01 Regulation FD Disclosure.

On April 5, 2021, the Company issued a press release announcing the appointment of Mr. Eliades to the Board.

A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. 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, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, regardless of any general incorporation language in such filing, except as otherwise expressly stated in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated April 5, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

OYSTER POINT PHARMA, INC.

By: /s/ Jeffrey Nau
Jeffrey Nau, Ph.D. M.M.S.
President, Chief Executive Officer and Director

Dated: April 5, 2021



Oyster Point Pharma Announces New Appointment to Board of Directors

George Eliades joins the Board of Directors

PRINCETON, N.J., April 5, 2021 (GLOBE NEWSWIRE) — Oyster Point Pharma, Inc. (Nasdaq: OYST), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of first-in-class pharmaceutical therapies to treat ocular surface diseases, today announced the appointment of an additional member to its Board of Directors.

Effective immediately, George Eliades, Ph.D, current Senior Vice President, Corporate Development and Chief Transformation Officer of Jazz Pharmaceuticals (Nasdaq: JAZZ), will join Oyster Point's Board of Directors and serve as a member of the Compensation Committee.

"We are excited to welcome George to our Board of Directors as we build the commercial infrastructure of Oyster Point Pharma," said President and CEO Jeffrey Nau, Ph.D., M.M.S. "George has extensive experience developing global sales and marketing strategies for numerous therapies in biotech and pharma, and we look forward to his insights and contributions as we work to bring transformative therapies to patients with ocular surface diseases."

"I look forward to helping Oyster Point Pharma transform from a development company to a high growth commercial organization that has the potential to address unmet needs in the ocular surface disease area for both patients and eye care professionals," said Dr. Eliades. "I look forward to being part of Oyster Point Pharma's growth as the company prepares for the potential launch of OC-01 nasal spray and working closely with Jeff and the rest of the Board."

About George Eliades

George Eliades has served as Senior Vice President, Corporate Development and Chief Transformation Officer of Jazz Pharmaceuticals, a global biopharmaceutical company, since December 2020. From November 2007 to December 2020, Dr. Eliades was a partner at Bain & Company, where he focused primarily on advising biopharmaceutical clients. Dr. Eliades has advised multiple clients on their transformation agendas, including strategy, cost, M&A and digital driven transformation.

About Oyster Point Pharma

Oyster Point Pharma is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of first-in-class pharmaceutical therapies to treat ocular surface diseases. Oyster Point Pharma's lead product candidate, OC-01 (varenicline) nasal spray, a highly selective cholinergic agonist, is being developed as a nasal spray to treat the signs and symptoms of dry eye disease. In pre-clinical and clinical studies, OC-01 (varenicline) nasal spray was shown to have a novel mechanism

of action via activation of the trigeminal parasympathetic pathway to stimulate the glands and cells responsible for natural tear film production, known as the lacrimal functional unit. OC-01 (varenicline) nasal spray is an investigational new drug and has not been approved for any use in any country. The safety and efficacy of OC-01 (varenicline) nasal spray have not previously been established.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions and on information currently available to us. The forward-looking statements in this press release represent our views as of the date of this press release. These statements may include but are not limited to express or implied statements regarding potential marketing approvals for OC-01 or regarding other future events, including future development and commercialization plans. Although we believe the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. No representations or warranties (expressed or implied) are made about the accuracy of any such forward-looking statements. Important factors that could cause our actual results to differ materially include our ability to obtain and maintain regulatory approvals of our product candidates; our plans relating to commercializing our product candidates, if approved, including the geographic areas of focus and sales strategy; the success of competing therapies that are or may become available; the beneficial characteristics, safety, efficacy and therapeutic effects of our product candidates, and other factors as detailed from time to time in the "Risk Factors" section in reports we file with the Securities and Exchange Commission, copies of which are posted on our website and are available from us without charge. However, new risk factors and uncertainties may emerge from time to time, and it is not possible to predict all risk factors and uncertainties.

Investor Contact:

Tim McCarthy
LifeSci Advisors, LLC
(212) 915-2564
investors@oysterpointrx.com

Media Contact:

Sheryl Seapy, W2O Group
(213) 262-9390
sseapy@w2ogroup.com