
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 20, 2018

SCPHARMACEUTICALS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38293
(Commission
File Number)

46-5184075
(I.R.S. Employer
Identification No.)

2400 District Avenue, Suite 310
Burlington, Massachusetts
(Address of principal executive offices)

01803
(Zip Code)

Registrant's telephone number, including area code: (617) 517-0730

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 July 20, 2018, Kush M. Parmar, M.D., Ph.D., informed the Board of Directors (the “Board”) of scPharmaceuticals Inc. (the “Company”) of his resignation as a director and as a member of the Audit Committee and the Compensation Committee of the Board. Dr. Parmar’s resignation was not related to any disagreement with the Company on any matter relating to its operations, policies, practices or any issues regarding financial disclosures, accounting or legal matters.

On July 20, 2018, based on the recommendation of the Nominating and Corporate Governance Committee of the Board, the Board increased the number of directors constituting the Board to nine and elected Minnie Baylor-Henry and Mason Freeman, M.D. to the Board. Concurrent with her election to the Board, Ms. Baylor-Henry was also elected as a member of the Nominating and Corporate Governance Committee. Dr. Freeman has not been elected to any committees of the Board at this time.

In connection with their election to the Board, each of Ms. Baylor-Henry and Dr. Freeman was awarded an option to purchase up to 12,248 shares of the Company’s common stock under the Company’s 2017 Stock Option and Incentive Plan. There are no understandings or arrangements between either Ms. Baylor-Henry or Dr. Freeman and any other person pursuant to which Ms. Baylor-Henry or Dr. Freeman were elected to the Board.

From August 14, 2017 through July 20, 2018, Dr. Freeman provided consulting services to the Company pursuant to a Consulting Agreement, dated August 14, 2017 (the “Consulting Agreement”). Under the Consulting Agreement, the Company has paid to Dr. Freeman an aggregate of \$32,500 since August 14, 2017, and issued to Dr. Freeman an option to purchase up to 41,781 shares of the Company’s common stock under the Company’s 2014 Stock Incentive Plan at an exercise price of \$5.89 per share (the “Option Award”). The grant date fair value of the Option Award was \$169,970.33. The Consulting Agreement was terminated on July 20, 2018. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Ms. Baylor-Henry and the Company.

Information concerning the membership of the Board’s committees is publicly available on the Company’s website at <http://www.scpharmaceuticals.com>. The Company intends to disclose changes in the membership of the Board’s committees by posting this information on its website and/or in its public filings with the Securities and Exchange Commission.

Item 7.01 Regulation FD Disclosure.

On July 24, 2018, the Company issued a press release announcing Ms. Baylor-Henry and Dr. Freeman’s election to the Board. A copy of this press release is furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 [Press Release issued by the registrant on July 24, 2018, furnished herewith.](#)

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.

SCPHARMACEUTICALS INC.

Date: July 24, 2018

By: /s/ John H. Tucker

Name: John H. Tucker

Title: President, Chief Executive Officer and Principal Executive Officer

scPharmaceuticals Announces Appointment of Two New Directors

BURLINGTON, Mass., July 24, 2018 (GLOBE NEWSWIRE) – scPharmaceuticals Inc. (Nasdaq: SCPH), a pharmaceutical company focused on developing and commercializing products that have the potential to optimize the delivery of infused therapies, advance patient care and reduce healthcare costs, announced the appointment of two directors to its Board of Directors. Minnie Baylor-Henry, formerly with Johnson & Johnson, and Mason Freeman, M.D., a venture partner at 5AM ventures, have joined the scPharmaceuticals board. Simultaneously with Dr. Freeman’s appointment to the Company’s Board of Directors, Kush Parmar M.D., Ph.D. also of 5AM Ventures, stepped down from the Board after serving since the formation of the Company.

“We are grateful for Dr. Parmar’s dedication and guidance during the Company’s formation as well as his leadership through our product development and financings. We also welcome Minnie and Mason to our Board of Directors,” said John Tucker, president and chief executive officer of scPharmaceuticals. “Both bring years of relevant regulatory, clinical, and board-level experience to scPharmaceuticals. We look forward to their contributions and believe their combined backgrounds and business insights will be valuable as we continue to work with the U.S. Food and Drug Administration regarding the Complete Response Letter on our lead product, FUROSCIX®.”

Ms. Baylor-Henry has over 20 years regulatory affairs experience and is a recognized leader in strategically handling complex regulatory and policy affairs for companies in the life sciences industry. Currently, Minnie is the President of B-Henry & Associates, a consulting organization focused on providing regulatory and strategic support to life science companies. Prior to her work at B-Henry, Ms. Baylor-Henry held multiple positions at Johnson & Johnson, including as the Worldwide Vice President, Regulatory Affairs-Medical Devices and as Vice President, Medical & Regulatory Affairs of the Specialty Pharmaceuticals and Over-the-Counter Products (McNeil Consumer Health Care Division). Ms. Baylor-Henry also spent nine years in various roles at the U.S. Food & Drug Administration including in regulatory review, drug marketing and communications, and regulatory affairs. Ms. Baylor-Henry holds a B.S. from Howard University and a J.D. from Columbus School of Law.

Dr. Freeman is a venture partner at 5AM Ventures, a life sciences focused investment firm, which he joined initially as scientific advisor in 2007. In addition to his work at 5AM Ventures, Dr. Freeman serves as Chief of the Lipid Metabolism Unit and director of translational medicine at Massachusetts General Hospital and is a professor at Harvard Medical School. Dr. Freeman currently serves on the Board of Directors of Crinetics Pharmaceuticals, a public company developing therapeutics for rare endocrine diseases and endocrine-related tumors, is on the Scientific Advisory Board of Homology Medicines, Inc., a public genetic medicines company, and Mitobridge, Inc., a biotechnology company acquired by Astellas Pharma Inc. in January 2018. Dr. Freeman previously served as Clinical Advisor to Relypsa, Inc., a biopharmaceutical company focused on protein therapeutics, and previously served as a director of Envoy Therapeutics, Inc., a biopharmaceutical company, until its acquisition by Takeda. Dr. Freeman holds a B.A. from Harvard College and a M.D. from the University of California, San Francisco.

About scPharmaceuticals

scPharmaceuticals is a clinical-stage pharmaceutical company focused on developing and commercializing products that reduce healthcare costs and improve health outcomes. The Company develops products for the subcutaneous, self-administration of IV-strength treatments in heart failure and infectious disease. scPharmaceuticals is headquartered in Burlington, MA. For more information, please visit scPharmaceuticals.com.

Forward-Looking Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Any statements contained herein which do not describe historical facts, including but not limited to statements regarding the Company's submission of a meeting request to the FDA regarding its Complete Response Letter (CRL) for FUROSCIX, plans to resubmit the NDA for FUROSCIX, the timing of the FDA review process and the Company's expectations with regard to its discussions with the FDA are forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include, without limitation, risks associated with the Company conducting human factors studies, device modifications and potentially an additional clinical validation study, the ability of our device to appropriately deliver therapy, our ability to appropriately identify patients and implement risk assessment and mitigation strategies, whether the Company will be able to address the deficiencies raised in the CRL and the receipt of regulatory approval for FUROSCIX, as well as other risks set forth under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and its subsequent public filings with the Securities and Exchange Commission. The Company cautions investors not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Except as required by law, the Company disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

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