
**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): July 27, 2018

ALDEYRA THERAPEUTICS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36332
(Commission
File No.)

20-1968197
(IRS Employer
Identification No.)

131 Hartwell Avenue, Suite 320
Lexington, MA 02421
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (781) 761-4904

Not Applicable
(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 July 31, 2018, Aldeyra Therapeutics, Inc. (the “Company” or “Aldeyra”) announced the hiring and appointment of Joshua Reed as its Chief Financial Officer and as its principal financial and accounting officer as of July 30, 2018. A copy of the press release announcing Mr. Reed’s appointment is attached hereto as Exhibit 99.1.

In connection with his hiring, the Company and Mr. Reed entered into an offer letter and the Company’s standard form of invention assignment agreement. Mr. Reed’s offer letter provides for an initial base salary of \$370,008 per year and annual bonus eligibility with an annual target payout of 35% of his base salary. Pursuant to Mr. Reed’s offer letter, subject to the approval of the Company’s Board of Directors (the “Board”) or its Compensation Committee, Mr. Reed was granted a nonstatutory stock option to purchase 75,000 shares of the Company’s Common Stock at an exercise price equal to the fair market value on the date of grant. The options are subject to the terms and conditions of the Company’s 2013 Equity Plan which will vest over four years of employment with the Company. In addition, the Company agreed to reimburse Mr. Reed, subject to the terms and conditions of the offer letter, up to an aggregate of \$80,000 net of taxes, for certain expenses incurred in connection with his anticipated relocation to the Boston, Massachusetts area.

Pursuant to the terms of the offer letter, in addition to any equity acceleration provided for in the Company’s Change in Control Plan effective as of March 28, 2017 (which plan has previously been filed with the SEC), if the Company terminates Mr. Reed’s employment without cause (as defined in the offer letter) or if he resigns for good reason (as defined in the offer letter), subject to signing a general release of claims, he will be entitled to receive (i) continued payment of his base salary for 9 months; (ii) a lump-sum cash payment equal to the greater of his target bonus for the year in which such termination occurs or the actual bonus paid to the him with respect to the Company’s most recently completed fiscal year; and (iii) payment by the Company of the monthly premiums under COBRA for him and his eligible dependents for up to 9 months following the termination of his employment.

The foregoing description of the terms and conditions of the offer letter does not purport to be complete and is qualified in its entirety by reference to the full text of the offer letter, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the period ending September 30, 2018.

Prior to his hiring, Mr. Reed, age 45, served in a variety of senior level positions with Bristol-Meyers Squibb since 2006, most recently serving as Vice President Finance Operations, U.S. and Puerto Rico since July 2016. From 2002 to 2005, Mr. Reed was Vice President, Strategic Business Development at JPMorgan Chase. Previously, from 2000 to 2001, he worked as Associate, Mergers and Acquisitions at Credit Suisse following his service in various positions at JPMorgan Chase from 1994 to 1998. Mr. Reed received a B.S. in finance from Rutgers University and a M.B.A. from University of Michigan, Ross School of Business.

Mr. Reed and the Company will also enter into an indemnification agreement requiring the Company to indemnify him to the fullest extent permitted under Delaware law with respect to his service as an officer of the Company. The indemnification agreement will be in the form entered into with the Company’s other executive officers. This form of indemnification agreement is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K.

Mr. Reed succeeds Stephen Tulipano as the Company’s Chief Financial Officer effective as of July 27, 2018. Mr. Tulipano’s separation from the Company is treated as a termination without “cause” within the meaning of that certain offer letter, dated June 13, 2014, between the Company and Mr. Tulipano (which agreement has previously been filed with the SEC). The Company entered into a separation letter with Mr. Tulipano dated July 27, 2018, which, among other things, provides that, pursuant to Mr. Tulipano’s offer letter, Mr. Tulipano will receive (i) continued payment of his base salary for 9 months; (ii) a lump-sum cash payment equal to \$124,704; and (iii) payment by the Company of the monthly premiums under COBRA for him and his eligible dependents for up to 9 months following the termination of his employment. In connection with the execution of the separation letter, the Company and Mr. Tulipano entered into a consulting agreement pursuant to which Mr. Tulipano will provide consulting services to the Company for a period of at least 12 months in exchange for the continued vesting of his outstanding options to purchase shares of the Company’s Common Stock.

The foregoing description of the terms and conditions of the separation letter and consulting agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the separation letter and consulting agreement, which will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the period ending September 30, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release of Aldeyra Therapeutics, Inc. dated July 31, 2018.</u>
99.2	<u>Form of Indemnity Agreement for Directors and Officers (filed as Exhibit 10.1 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (SEC File No. 333-193204), as filed on March 17, 2014, and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALDEYRA THERAPEUTICS, INC.

By: /s/ Todd C. Brady, M.D., Ph.D.

Name: Todd C. Brady, M.D., Ph.D.

Title: President and Chief Executive Officer

Dated: July 31, 2018



Aldeyra Therapeutics Appoints Joshua Reed as Chief Financial Officer

LEXINGTON, Mass., July 31, 2018 (PRNewswire) — Aldeyra Therapeutics, Inc. (NASDAQ: ALDX) (Aldeyra), a biotechnology company devoted to development of next-generation medicines to improve the lives of patients with immune-mediated diseases, today announced the appointment of Joshua Reed as Chief Financial Officer. Mr. Reed will succeed Stephen Tulipano, the Company's outgoing Chief Financial Officer.

"Aldeyra is an exciting company with a novel and broad pipeline of potentially disruptive clinical product candidates," said Joshua Reed. "With three programs in Phase 3 clinical testing, I am pleased to be joining the team at this pivotal time, and I look forward to leveraging my pharmaceutical, financial services, and investment banking experience to help advance Aldeyra's objectives."

"We are pleased to welcome Joshua to Aldeyra at this important point in the company's life cycle as we advance our late-stage pipeline towards potential commercialization," stated Todd C. Brady, M.D., Ph.D., President and CEO of Aldeyra. "Joshua's diverse professional pedigree is expected to be critical to our success. We look forward to his contributions."

Mr. Reed has more than 20 years of financial operations, strategy, and investment banking experience. Prior to joining Aldeyra, Mr. Reed served as Vice President and Head of Finance for Bristol-Myers Squibb's (BMS) United States and Puerto Rico operations, a \$12 billion business unit. Prior to that, Mr. Reed held roles of increasing responsibility at BMS, including positions in financial planning and analysis, supply chain finance, operations finance, and mergers and acquisitions. Prior to that, Mr. Reed was the Vice President, Strategic Business Development at JPMorgan Chase, and held investment banking positions at Credit Suisse First Boston, where he focused on mergers and acquisitions. Mr. Reed received a B.S. in Finance from Rutgers University and an M.B.A. with concentrations in Finance and Corporate Strategy from the University of Michigan's Ross School of Business.

Dr. Brady continued, "I would like to also thank Steve for his financial leadership over the past four years. During his tenure as Chief Financial Officer, Steve has overseen the financial growth of Aldeyra, helping to raise in excess of \$100 million to fuel Aldeyra's technical advancements. We are grateful for his significant contributions and we wish him well in his future endeavors."

About Aldeyra Therapeutics

Aldeyra Therapeutics is developing next-generation medicines to improve the lives of patients

with immune-mediated diseases. Aldeyra's lead product candidate, reproxalap, is a first-in-class treatment in late-stage development for dry eye disease and other forms of ocular inflammation. The company is also developing other product candidates for autoimmune and metabolic diseases. None of Aldeyra's product candidates have been approved for sale in the U.S. or elsewhere.

Safe Harbor Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Aldeyra's plans and expectations for the development of reproxalap and its other product candidates. Aldeyra intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "anticipate," "project," "target," "design," "estimate," "predict," "potential," "aim," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. Such forward-looking statements are based upon current expectations that involve risks, changes in circumstances, assumptions and uncertainties. Aldeyra is at an early stage of development and may not ever have any products that generate significant revenue. Important factors that could cause actual results to differ materially from those reflected in Aldeyra's forward-looking statements include, among others, the timing of enrollment, commencement, completion and reporting of Aldeyra's clinical trials, the timing and success of preclinical studies and clinical trials conducted by Aldeyra and its development partners; updated or refined data based on Aldeyra's continuing review and quality control analysis of clinical data, Aldeyra's ability to design clinical trials with protocols and endpoints acceptable to applicable regulatory authorities, the ability to obtain and maintain regulatory approval to conduct clinical trials and to commercialize Aldeyra's product candidates, and the labeling for any approved products; the scope, progress, expansion, and costs of developing and commercializing Aldeyra's product candidates; the size and growth of the potential markets for Aldeyra's product candidates and the ability to serve those markets; Aldeyra's expectations regarding Aldeyra's expenses and revenue, the sufficiency of Aldeyra's cash resources and needs for additional financing; the rate and degree of market acceptance of any of Aldeyra's product candidates; Aldeyra's expectations regarding competition; Aldeyra's anticipated growth strategies; Aldeyra's ability to attract or retain key personnel; Aldeyra's ability to establish and maintain development partnerships; Aldeyra's expectations regarding federal, state and foreign regulatory requirements; regulatory developments in the United States and foreign countries; Aldeyra's ability to obtain and maintain intellectual property protection for its product candidates; the anticipated trends and challenges in Aldeyra's business and the market in which it operates; and other factors that are described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Aldeyra's Annual Report on Form 10-K for the year ended December 31, 2017 and Aldeyra's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, both of

which are on file with the Securities and Exchange Commission (SEC) and available on the SEC's website at www.sec.gov. Additional factors may be described in those sections of Aldeyra's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, expected to be filed with the SEC in the third quarter of 2018. All of Aldeyra's development timelines may be subject to adjustment depending on recruitment rate, regulatory review, preclinical and clinical results, and other factors that could delay the initiation, completion or reporting of clinical trials.

In addition to the risks described above and in Aldeyra's other filings with the SEC, other unknown or unpredictable factors also could affect Aldeyra's results. No forward-looking statements can be guaranteed and actual results may differ materially from such statements. The information in this release is provided only as of the date of this release, and Aldeyra undertakes no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

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