

Bellerophon Therapeutics, Inc.
Form 8-K
August 13, 2018

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): August 10, 2018

Bellerophon Therapeutics, Inc.
(Exact Name of Registrant as Specified in Charter)
Delaware 001-36845 47-3116175
(State or Other Jurisdiction of Incorporation) (Commission (IRS Employer
File Number) Identification No.)

184 Liberty Corner Road, Suite 302 07059
Warren, New Jersey
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (908) 574-4770

(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 (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 (§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.

Following approval by the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Bellerophon Therapeutics, Inc. (the “Company”), on August 10, 2018, the Company entered into retention agreements with certain of its executive officers. The retention agreements are designed to retain such executive officers as the Company awaits top-line data results for its Phase 2 clinical trial using INOpulse therapy to treat pulmonary hypertension associated with idiopathic pulmonary fibrosis. The retention agreements provide for (i) the payment of 12 months’ base salary and (ii) a cash payment equal to the amount of premiums the Company would have paid on the executive’s behalf for participation in the Company’s healthcare plan and the amount of matching contributions the Company would have made to the executive’s 401(k). These payments are payable to each executive in the event that such executive’s employment with the Company is terminated by the Company without cause within six months of receiving top-line data results for the Company’s Phase 2 clinical trial.

The foregoing description of the retention agreements does not purport to be complete and is qualified in its entirety by reference to form of retention agreement, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
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<u>10.1</u>	<u>Form of Retention Agreement.</u>
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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.

**BELLEROPHON
THERAPEUTICS, INC.**

Date: August 10, 2018 By: /s/ Fabian Tenenbaum
Name: Fabian Tenenbaum
Title: Chief Executive Officer