

Edgar Filing: Bacterin International Holdings, Inc. - Form 8-K

(Registrant's Telephone Number, Including Area Code)

(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))

**DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
ITEM 5.02 APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF
CERTAIN OFFICERS.**

On August 7, 2013, the Company announced that Daniel Goldberger has agreed to become the Company's next President and Chief Executive Officer. Mr. Goldberger is expected to begin his new role next week. Mr. Goldberger, age 54, has more than 25 years of experience as a leader of both publicly traded and privately held medical technology companies, with a proven track record of building revenue and profits through the introduction of market changing product innovations. He was most recently CEO and a director of Sound Surgical Technologies from April 2007 through its merger with Solta Medical (Nasdaq SLTM) in February 2013. Prior to that he was President/CEO and a director of Xcorporeal (Amex XCR) an innovator in portable dialysis and Glucon (private) a developer of glucose measurement technology and several other successful enterprises. Mr. Goldberger is a named inventor on more than 60 US patents. He holds a BS in Mechanical Engineering from the Massachusetts Institute of Technology and an MS in Mechanical Engineering from Stanford University.

Mr. Goldberger will receive an annual base salary of \$400,000, plus incentive compensation as determined by the Board of Directors, including bonus compensation targeted at 50% to 70% of Mr. Goldberger's base salary upon achievement of goals to be determined by the Board of Directors and an inducement grant of an option to purchase 2,000,000 shares of the Company's common stock at an exercise price equal to the fair market value of the Company's common stock on the date of grant, vesting over five years with 20% vesting on the on the first anniversary of the date of grant and the remaining 80% vesting on a pro-rated monthly basis thereafter, subject to Board and NYSE MKT approval.

Other than the compensation described above, there are no related party transactions between the Company and Mr. Goldberger, and there are no family relationships among our directors and executive officers and any former or proposed directors or executive officers.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the matter described in Item 5.02 above is attached as Exhibit 99.1 and incorporated herein. The information in this Item 7.01 and the document attached as Exhibit 99.1 are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), nor otherwise subject to the liabilities of that section, nor incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No | Description |
|-----------------------|--|
| 99.1 | Press Release of Bacterin International Holdings, Inc., dated August 7, 2013 entitled “Bacterin Announces New CEO” |

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.

Dated: August 7, 2013 **BACTERIN INTERNATIONAL HOLDINGS, INC.**

By: /s/ John Gandolfo
Name: John Gandolfo
Title: CFO and Interim Co-CEO

EXHIBIT INDEX

99.1

Press Release of Bacterin International Holdings, Inc. dated August 7, 2013 entitled “Bacterin Announces New CEO”