
**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, 2021

Tarsus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39614
(Commission
File Number)

81-4717861
(IRS Employer
Identification No.)

15440 Laguna Canyon Road, Suite 160
Irvine, California 92618
(Address of principal executive offices, including zip code)

(949) 409-9820
(Registrant's telephone number, including area code)

N/A
(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):

- 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 \$0.0001 per share	TARS	The Nasdaq Stock Market LLC (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 Arrangements of Certain Officers.

On August 11, 2021, the Board of Directors (the “Board”) of Tarsus Pharmaceuticals, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Rosemary A. Crane to the Board, effective immediately. Ms. Crane will serve as a Class II director with a term expiring at the Company’s 2022 annual meeting of stockholders or until her successor is duly elected and qualified. The Board determined that Ms. Crane is independent under the listing standards of The Nasdaq Stock Market. Further, effective immediately, the Board appointed Ms. Crane to serve as Chair of the Audit Committee of the Board.

As a non-employee director, Ms. Crane will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation policy, which includes an initial grant of an option to purchase 20,000 shares of the Company’s common stock. There are no arrangements or understandings between Ms. Crane and any other person pursuant to which Ms. Crane was selected as a director, and there are no transactions between Ms. Crane and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Ms. Crane in connection with her appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company.

Following the appointment of Ms. Crane, the Company’s Class II directors consist of Ms. Crane, Michael Ackermann, Ph.D. and Bobak Azamian, M.D., Ph.D.

A copy of the press release issued by the Company announcing Ms. Crane’s appointment is furnished as Exhibit 99.1 hereto.

Additionally, on August 10, 2021, Jason Tester, a member of the Company’s Board and Chair of the Audit Committee of the Board, resigned from the Board and the Audit Committee of the Board effective immediately prior to Ms. Crane’s appointment and the Board thanks him for his service. Mr. Tester’s resignation did not result from any disagreement with Company on any matter relating the Company’s operations, policies, or practices.

Also, on August 11, 2021, the Board authorized and established the Science and Technology Committee to oversee science and technology matters of the Company, focused on external and internal innovation and pipeline opportunities. The Board appointed Ms. Crane to serve as Chair of the Science and Technology Committee, and appointed Dr. Ackermann and Andrew Goldberg, M.D. to serve as committee members.

Further, the Board has appointed Wendy Yarno, a member of the Company’s Board, as Chair of the Compensation Committee, effective immediately. Dr. Goldberg will move from serving on the Compensation Committee to the Science and Technology Committee as noted above. Dr. Ackermann and William J. Link, Ph.D. will continue to serve on the Compensation Committee, together with Ms. Yarno.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Form of Indemnity Agreement (incorporated by reference to Exhibit 10.1 to the Company’s Amended Registration Statement on Form S-1 (File No. 333-249076) filed with the Securities and Exchange Commission on October 9, 2020).</u>
99.1	<u>Press Release issued by the Company on August 12, 2021 announcing the appointment of Ms. Crane to the Board of Directors.</u>
104	Cover Page Interactive Data File (embedded within XBRL document).

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.

Dated: August 12, 2021

Tarsus Pharmaceuticals, Inc.

By: /s/ Bobak Azamian

Bobak Azamian, M.D., Ph.D.

President and Chief Executive Officer



Tarsus Pharmaceuticals, Inc. Appoints Pharmaceutical and Healthcare Industry Leader Rosemary A. Crane to Board of Directors

Ms. Crane brings over 30 years of experience in executive leadership, commercialization, and business development in the pharmaceutical and healthcare industries

IRVINE, Calif., August 12, 2021 — Tarsus Pharmaceuticals, Inc. (NASDAQ: TARS), a late clinical-stage biopharmaceutical company whose mission is to focus on unmet needs and apply proven science and new technology to revolutionize treatment for patients, starting with eye care, today announced the appointment of Rosemary A. Crane to its Board of Directors. Ms. Crane will serve as the Chair of the newly created Science and Technology Committee, focused on external and internal innovation and pipeline opportunities. Ms. Crane has more than 30 years of extensive experience in the pharmaceutical industry, including executive leadership, board service, innovation, business development, operations, and global commercialization expertise.

“We are delighted to welcome Rose to our Board of Directors at such an important and exciting time for Tarsus,” said Michael Ackermann, Ph.D., Chairman of Tarsus’ Board of Directors. “Her wealth of relevant industry experience will add tremendous value to our Board as the company navigates many significant near-term and future milestones.”

Ms. Crane brings significant executive leadership experience and operating expertise to the Tarsus Board, having previously served as President and Chief Executive Officer of both MELA Sciences, Inc. (now Strata Skin Sciences) and Epocrates, Inc., as well as Partner and Head of Commercialization at Appletree Partners. Prior to that, Ms. Crane held several senior executive positions at Johnson & Johnson, including Group Chairman, OTC & Nutritional Group, leading the largest worldwide OTC company. Earlier in her career, she spent 20 years at Bristol Myers Squibb, completing her tenure as President, U.S. Primary Care.

“Rose’s expertise in innovation, commercialization, and dedication to the industry are invaluable as we look toward future pipeline products and move closer to the potential commercialization of TP-03, our lead product for the treatment of Demodex blepharitis,” said Bobak Azamian, M.D., Ph.D., President and Chief Executive Officer of Tarsus.

Ms. Crane currently sits on the boards of Teva Pharmaceuticals Industries Ltd. and Catalent, Inc., as well as acts as a director of the Hackensack Meridian Health Center for Discovery and Innovation. Previously, she served on the boards of several pharmaceutical and life sciences companies, including Edge Therapeutics, Inc., Unilife Corporation, Cipher Pharmaceuticals Inc., Targanta Therapeutics Corp., and Zealand Pharma A/S. Ms. Crane received a B.A. in communications and English from the State University of New York at Oswego and an MBA from Kent State University.

“I am honored to join the Tarsus Board of Directors during this pivotal moment in the company’s growth,” said Ms. Crane. “I look forward to being part of Tarsus’ exciting future as the company prepares for the potential launch of TP-03, and as it looks to develop additional innovative therapeutics to address important unmet patient needs.”

About Tarsus Pharmaceuticals, Inc.

Tarsus Pharmaceuticals, Inc. is a late clinical-stage biopharmaceutical company that applies proven science and new technology to revolutionize treatment for patients, starting with eye care. It is advancing its pipeline to address several diseases with high unmet need across a range of therapeutic categories, including eye care, dermatology, and infectious disease prevention. The company is studying two investigational medicines in clinical trials. Its lead product candidate, TP-03, is a novel therapeutic being studied in a second Phase 3 pivotal trial for the treatment of Demodex blepharitis. TP-03 is also being developed for the treatment of Meibomian Gland Disease. Tarsus is developing TP-05, an oral, non-vaccine therapeutic for the prevention of Lyme disease, which is currently being studied in a Phase 1 clinical trial.

Forward Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute “forward-looking statements.” These statements include statements regarding Tarsus’ plans for and the anticipated benefits of its product candidates, including TP-03, the benefits and value added by the new director, the timing, objectives and results of the clinical trials and anticipated regulatory and development milestones, including the potential commercialization of the Company’s products, and the quotations of Tarsus’ management and board members. The words, without limitation, “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would,” or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these or similar identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors and are detailed from time to time in the reports Tarsus files with the Securities and Exchange Commission, including Tarsus’ Form 10-K for the year ended December 31, 2020 filed with the SEC on March 31, 2021 and Form 10-Q for the quarter ended June 30, 2021 filed with the SEC on August 5, 2021, which Tarsus incorporates by reference into this press release and copies of which are posted on its website and are available from Tarsus 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. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements contained in this press release are based on the current expectations of Tarsus’ management team and speak only as of the date hereof, and Tarsus specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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