

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 12 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): September 14, 2021

NAVIDEA BIOPHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>001-35076</u>	<u>31-1080091</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>4995 Bradenton Avenue, Suite 240, Dublin, Ohio</u>	<u>43017</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (614) 793-7500

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$.001 per share	NAVB	NYSE American

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 Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On September 14, 2021, at a meeting of the Board of Directors (the “Board”) of Navidea Biopharmaceuticals, Inc. (the “Company”) that followed the Company’s 2021 Annual Meeting of Stockholders, S. Kathryn Rouan, Ph.D. retired as Chair of the Board and as a director, and Claudine Bruck, Ph.D. retired as a director, both effective immediately.

Following the retirement of Dr. Rouan as Chair, the Board appointed Alexander L. Cappello and John K. Scott, Jr., who were both existing members of the Board, as Chair of the Board and Vice Chair of the Board, respectively.

Also on September 14, 2021, the Board appointed Mr. Cappello to the Audit Committee, and therefore the current members of the Audit Committee are Amit Bhalla (Chair), Malcolm G. Witter and Mr. Cappello. On the same date, the Board appointed Messrs. Cappello and Scott to the Compensation, Nominating and Governance (“CNG”) Committee and appointed Mr. Witter as Chair, and therefore, the current members of the CNG Committee are Mr. Witter (Chair), Mr. Cappello and Mr. Scott.

A copy of the Company’s September 17, 2021 press release regarding the retirements and appointments is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company’s 2021 Annual Meeting of Stockholders on September 14, 2021, the stockholders of the Company took the following actions:

- (i) The stockholders reelected Claudine Bruck, Ph.D. and Malcolm G. Witter as directors, for terms of three years expiring in 2024 by a plurality of the votes. There were 6,787,843 votes cast for Dr. Bruck and 10,221,196 withheld, and there were 15,638,991 votes cast for Mr. Witter and 1,370,048 withheld.
- (ii) The stockholders approved, on an advisory, non-binding basis, the compensation of the Company’s named executive officers. There were 13,195,862 votes for the proposal, 3,579,795 votes against, 233,382 votes abstained, and there were 5,479,935 broker non-votes.
- (iii) The stockholders ratified the appointment of Marcum LLP as the Company’s independent registered public accounting firm for 2021. There were 20,966,563 votes for the proposal, 1,460,038 votes against, and 62,373 votes abstained.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 17, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Navidea Biopharmaceuticals, Inc.

Date: September 17, 2021

By: /s/ Jed A. Latkin
Jed A. Latkin
Chief Executive Officer, Chief Operating Officer
and Chief Financial Officer

Navidea Biopharmaceuticals Announces Changes to Board of Directors Composition

DUBLIN, Ohio--(BUSINESS WIRE)--Navidea Biopharmaceuticals, Inc. (NYSE American: NAVB) (“Navidea” or the “Company”), a company focused on the development of precision immunodiagnostic agents and immunotherapeutics, today announced that on September 14, 2021, at a meeting of the Board of Directors (the “Board”) of the Company that followed the Company’s 2021 Annual Meeting of Stockholders, S. Kathryn Rouan, Ph.D. retired as Chair of the Board and as a director, and Claudine Bruck, Ph.D. retired as a director, both effective immediately.

Following the retirement of Dr. Rouan as Chair, the Board appointed Alexander L. Cappello and John K. Scott, Jr., who were both existing members of the Board, as Chair of the Board and Vice Chair of the Board, respectively.

Also effective September 14, 2021, the Board appointed Mr. Cappello to the Audit Committee, and therefore the current members of the Audit Committee are Amit Bhalla (Chair), Malcolm Witter and Mr. Cappello. On the same date, the Board appointed Messrs. Cappello and Scott to the Compensation, Nominating and Governance (“CNG”) Committee and appointed Mr. Witter as Chair, and therefore, the current members of the CNG Committee are Mr. Witter (Chair), Mr. Scott and Mr. Cappello.

Jed Latkin, Navidea’s CEO said, “We thank both Kathy and Claudine for their service on the Board and the valuable insights they have provided over the years. With a combined 60 years of experience in the clinical space their contributions helped shape both the diagnostic and therapeutic direction of the Company. We wish them the best in their future endeavors.”

About Navidea

Navidea Biopharmaceuticals, Inc. (NYSE American: NAVB) is a biopharmaceutical company focused on the development of precision immunodiagnostic agents and immunotherapeutics. Navidea is developing multiple precision-targeted products based on its Manocept™ platform to enhance patient care by identifying the sites and pathways of disease and enable better diagnostic accuracy, clinical decision-making, and targeted treatment. Navidea’s Manocept platform is predicated on the ability to specifically target the CD206 mannose receptor expressed on activated macrophages. The Manocept platform serves as the molecular backbone of Tc99m tilmanocept, the first product developed and commercialized by Navidea based on the platform. Navidea’s strategy is to deliver superior growth and shareholder return by bringing to market novel products and advancing the Company’s pipeline through global partnering and commercialization efforts. For more information, please visit www.navidea.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Forward-looking statements include our expectations regarding pending litigation and other matters. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including, among other things: our history of operating losses and uncertainty of future profitability; the final outcome of any pending litigation; our ability to successfully complete research and further development of our drug candidates; the timing, cost and uncertainty of obtaining regulatory approvals of our drug candidates; our ability to successfully commercialize our drug candidates; dependence on royalties and grant revenue; our ability to implement our growth strategy; anticipated trends in our business; our limited product line and distribution channels; advances in technologies and development of new competitive products; our ability to comply with the NYSE American continued listing standards; our ability to maintain effective internal control over financial reporting; the impact of the current coronavirus pandemic; and other risk factors detailed in our most recent Annual Report on Form 10-K and other SEC filings. You are urged to carefully review and consider the disclosures found in our SEC filings, which are available at <http://www.sec.gov> or at <http://ir.navidea.com>.

Investors are urged to consider statements that include the words “will,” “may,” “could,” “should,” “plan,” “continue,” “designed,” “goal,” “forecast,” “future,” “believe,” “intend,” “expect,” “anticipate,” “estimate,” “project,” and similar expressions, as well as the negatives of those words or other comparable words, to be uncertain forward-looking statements.

You are cautioned not to place undue reliance on any forward-looking statements, any of which could turn out to be incorrect. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this report. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

Contact

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