

**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 11, 2023

NAVIDEA BIOPHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

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|--|--|--|
| Delaware (State or other jurisdiction of incorporation) | 001-35076 (Commission File Number) | 31-1080091 (IRS Employer Identification No.) |
| 4995 Bradenton Avenue, Suite 240, Dublin, Ohio (Address of principal executive offices) | | 43017 (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:

| Title of each class | Trading Symbol(s) | Name of exchange on which registered |
|---------------------------------|-------------------|--------------------------------------|
| Common Stock | NAVB | NYSE American |
| Preferred Stock Purchase Rights | N/A | 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

Effective July 11, 2023, Amit Bhalla resigned as a director of the Company. Mr. Bhalla's resignation from the Board of Directors (the "Board") did not result from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Election of Director

The Board appointed Dana J. Moss as a Director, effective July 11, 2023. Ms. Moss will serve as a Director with a term of office expiring at the Company's 2025 annual meeting of stockholders. The Board also appointed Ms. Moss to serve on the Board's Audit Committee.

In connection with her appointment, Ms. Moss will receive 250,000 shares of non-restricted Common Stock.

There is no arrangement or understanding between Ms. Moss and any other person pursuant to which she was selected as a Director of the Company and there are no family relationships between Ms. Moss and any of the Company's Directors or executive officers. There are no transactions to which the Company is a party and in which Ms. Moss has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

On July 13, 2023, the Company issued a press release relating to Ms. Moss' appointment and Mr. Bhalla's resignation as a Director. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item. 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
|------------------------------|---|
| 99.1 | Press Release dated July 13, 2023 |
| 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: July 13, 2023

By: /s/ Joseph W. Meyer
Joseph W. Meyer
Director, Finance and Accounting
(Principal Financial Officer)

Press Release

Navidea Biopharmaceuticals, Inc. Welcomes Dana J Moss, JD to Board of Directors; Amit Bhalla Steps Down

In line with the Company's Fix, Fund, Propel approach, Dana J Moss, JD joins Navidea's Board, adding depth in legal advice, strategic business, life sciences and technology in support of stated strategy to advance innovative technology to market. Separately, Amit Bhalla steps down from Board.

DUBLIN, Ohio, July 13, 2023 (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 Dana J Moss, JD has joined the Company's Board of Directors, adding depth in legal advice, strategic business, life sciences and technology in line with Navidea's stated objectives and its Fix, Fund, Propel approach to advancing innovative technology to market. Separately, Amit Bhalla has stepped down from the Company's Board.

Experienced Legal Professional, Focused Life Sciences and Technology Expertise

Dana J Moss, JD joins Navidea's Board of Directors with demonstrated leadership and legal expertise within innovative organizations focused on life sciences and technology driven products. Moss's career and expertise within both private and public entities bolsters the Board's ability to guide business strategy, mitigate risks and deliver stockholder value.

"Dana Moss's addition allows Navidea to level-up expertise in several important areas within the Board," said Dr. Jason Myers, Owner and Founder of G2G Ventures. "She is a demonstrated expert and professional in the truest sense, with a career that includes strategy, finance, mergers and acquisitions, governance, litigation, and risk mitigation. Dana understands where we are and where we are heading, and has the skills and experience to guide Navidea's technology and assets to the forefront."

Dana J Moss most recently served as the Chief Legal Officer and Corporate Secretary at Sequencing Health, Inc., where she was responsible for all legal, regulatory, compliance, and intellectual property matters, led strategy related to fundraising, mergers and acquisitions, and oversaw finance, corporate governance and human resources functions. Her previous experience includes serving as General Counsel, Corporate Secretary at Genapsys, Inc., as a Partner at Cooley LLP with a focus on Commercial Litigation, Program Manager at Mantech International Corporation, and as a Special Agent and Operations Officer of the U.S. Air Force Office of Special Investigations. Ms. Moss earned a Bachelor of Science at the United Air Force Academy, where she was a distinguished graduate, a Master of Arts in Philosophy at the University of Texas at Austin as a USAFA Graduate School Scholarship recipient, and a Juris Doctorate at the University of Maryland Francis King Carey School of Law, where she graduated *cum laude*. Dana is a 2021 Fellow of the Leadership Council on Legal Diversity and has served on the organizing Board of MissionLink, a nonprofit membership organization for C-level executives of high growth technology companies.

Separately, Amit Bhalla has decided to step down from the Board to focus on other business interests.

"We thank Amit Bhalla for his many contributions during his time with the Board," said John K. Scott, Jr, Navidea's Vice Chair of the Board. "Amit's strategic guidance and expertise within the emerging medical technology space have helped us press our business forward, and we wish him the very best as we continue developing processes and growth strategies led by Navidea's team of experts and our experienced partners in G2G Ventures."

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, visit www.navidea.com.

About G2G Ventures

G2G Ventures is a Colorado-based private equity firm focused on empowering organizations to reach their full potential through investment and consulting services. Specializing in creating long-term partnerships with trusted investors and established businesses, G2G Ventures draws on strong internal balance sheet liquidity, augmented by trusted investor capital, to craft bespoke capital solutions which include private equity investment, venture capital participation, and mezzanine debt options. Beyond financial investment, G2G Ventures provides accretive consulting services to help clarify strategic goals and key performance indicators (KPIs), evolve financial processes, and enhance operational effectiveness. To learn more about how G2G Ventures is a growth partner for enduring business, [connect](#) with our team.

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.

Investor Relations Contact

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