
Section 1: 8-K (FORM 8K DATED AUGUST 13, 2019)

**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 13, 2019

ELECTROMED, INC.
(Exact Name of Registrant as Specified in Its Charter)

Minnesota
(State or Other Jurisdiction of
Incorporation)

001-34839
(Commission File Number)

41-1732920
(I.R.S. Employer Identification
Number)

500 Sixth Avenue NW
New Prague, MN 56071
(Address of Principal Executive Offices)(Zip Code)

(952) 758-9299
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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:

- 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:

Common Stock, \$0.01 par value
(Title of each class)

ELMD
(Trading Symbol)

NYSE American LLC
(Name of each exchange on which registered)

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.**

On August 13, 2019, the Board of Directors (the “Board”) of Electromed, Inc. (the “Company”), upon recommendation by the Company’s Nominating and Governance Committee, increased the size of the Board to eight directors and elected John L. Erb and Gregory J. Fluet to fill the resulting vacancies. Initially, Mr. Erb will serve on the Board’s Nominating and Governance Committee and Mr. Fluet will serve on its Audit Committee. Each new director is expected to participate in the Company’s existing director compensation program on substantially the same terms as all other non-employee directors. Neither Mr. Erb nor Mr. Fluet were elected to the Board pursuant to any agreement or understanding between either of them and any other person.

Item 7.01 **Regulation FD Disclosure.**

On August 15, 2019, the Company issued a press release announcing the elections of Mr. Erb and Mr. Fluet. The full text of the press release is attached as Exhibit 99.1.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>	<u>Method of Filing</u>
<u>99.1</u>	<u>Press Release dated August 15, 2019</u>	Furnished Electronically

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.

ELECTROMED, INC.

Date: August 15, 2019

By: /s/ Jeremy T. Brock
Name: Jeremy T. Brock
Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press Release dated August 15, 2019	Furnished Electronically

[\(Back To Top\)](#)

Section 2: EX-99.1 (PRESS RELEASE DATED AUGUST 15, 2019)

Exhibit 99.1

ELECTROMED, INC.

FOR IMMEDIATE RELEASE

Electromed, Inc. Names John Erb and Greg Fluet to its Board of Directors

New Prague, Minnesota – August 15, 2019 – Electromed, Inc. (NYSE American: ELMD), a leader in innovative airway clearance technologies, announced today that its Board of Directors has elected each of John L. Erb and Gregory J. Fluet to serve as directors of the company.

“We are pleased to have attracted two experienced executives from the medical device industry who will bring a wealth of relevant expertise,” said Steve Craney, Chairman of the Board. “These additions provide further strength to our board to further support Electromed’s growth opportunities.”

“John and Greg each bring an extensive background in strategy development, operations and finance and their addition speaks to Electromed’s commitment to penetrate the underserved market for non-cystic fibrosis bronchiectasis with our proven SmartVest® Airway Clearance System,” said Kathleen Skarvan, President and CEO. “I believe their addition to our board will benefit our entire Electromed team to accelerate our profitable revenue growth goal.”

Mr. Erb has served as chief executive officer and president of CHF Solutions, Inc. (Nasdaq: CHFS) since 2015, and as a member of its board of directors and chairman since 2012. He has also served as chief executive officer and chairman of NeuroMedic, Inc., a private company he co-founded, since 2014. Previously, Mr. Erb served as chief executive officer, from 2007 to 2018, of NuAx, Inc. (formerly Cardia Access, Inc.), a private medical device company involved in developing new devices for the treatment of heart disease. Mr. Erb’s prior board experience includes service as a director of SenoRx, Inc., then a Nasdaq-listed company, from 2001 until its acquisition in 2010; and as chairman of the board of Vascular Solutions, Inc., then a Nasdaq-listed company, until its acquisition in 2017. Mr. Erb currently serves as chairman of the board of Osprey Medical, Inc. (ASX:OSP) and as a director of MiroMatrix, a private biotechnology company, since 2017.

Mr. Fluet has served as a consultant with Ferring Pharmaceuticals, Inc. focused on microbiome commercialization and partnering since April 2018. He served as chief business officer at Rebiotix, Inc., from April 2017 until its acquisition by Ferring Pharmaceuticals in April 2018. Prior to that he started a strategic consulting practice working with various life science companies, including Rebiotix. Previously, he served as chief executive officer at Urologix, Inc., then a public company, from 2012 to January 2016. He also served as its interim chief financial officer from August 2014 to May 2015 and as its executive vice president and chief operating officer from 2008 to 2012. From 2002 to 2008, he was employed as an associate at Sipient Capital Management, LLC, a healthcare focused venture capital fund.

About Electromed, Inc.

Electromed, Inc. manufactures, markets, and sells products that provide airway clearance therapy, including the SmartVest® Airway Clearance System, to patients with compromised pulmonary function. The company is headquartered in New Prague, Minnesota and was founded in 1992. Further information about the company can be found at www.smartvest.com.

Cautionary Statements

Certain statements in this release constitute forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can generally be identified by words such as “believe,” “estimate,” “expect,” “may,” “plan” “potential,” “should,” “will,” and similar expressions, including the negative of these terms, but they are not the exclusive means of identifying such statements. Forward-looking statements cannot be guaranteed and actual results may vary materially due to the uncertainties and risks, known or unknown associated with such statements. Examples of risks and uncertainties for the Company include, but are not limited to: the competitive nature of our market; risks associated with expansion into international markets; changes to Medicare, Medicaid, or private insurance reimbursement policies; new drug or pharmaceutical discoveries; changes to health care laws; changes affecting the medical device industry; our need to maintain regulatory compliance and to gain future regulatory approvals and clearances; our ability to protect and expand our intellectual property portfolio; our ability to renew our line of credit or obtain additional credit as necessary; our ability to develop new sales channels for our product; and general economic and business conditions, as well as other factors described from time to time in our reports to the Securities and Exchange Commission (including the Company’s most recent Annual Report on Form 10-K, as amended from time to time, and subsequent reports on Form 10-Q and Form 8-K). Investors should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties or potentially inaccurate assumptions investors should take into account when making investment decisions. Shareholders and other readers should not place undue reliance on “forward-looking statements,” as such statements speak only as of the date of this release.

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[\(Back To Top\)](#)