

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)
March 4, 2022

electroCore, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38538
(Commission File Number)

20-3454976
(I.R.S. Employer
Identification Number)

200 Forge Way, Suite 205
Rockaway, NJ 07866
(Address of principal executive offices and zip code)

(973) 290-0097
(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$0.001 Per Share	ECOR	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 March 9, 2022, electroCore, Inc. (the “Company”) announced that its board of directors (the “Board”) appointed two new members, effective March 15, 2022. The newly appointed Class I members of the Board are Patricia Wilber and Julie Ann Goldstein (the “New Directors”). As Class I directors, Ms. Wilber’s and Ms. Goldstein’s term each lasts until the Company’s 2022 annual meeting of stockholders.

Neither of the New Directors is a party to, or has any direct or indirect material interest in, any transaction requiring disclosure under Item 404(a) of Regulation S-K. There are no arrangements or understandings between any of the New Directors and any other persons pursuant to which each was selected as a director.

In connection with their appointment, each of the New Directors is expected to be granted an inaugural award pursuant to the Company’s Non-Employee Director Compensation Policy.

Additionally, each of the New Directors and the Company will enter into the Company’s standard form of indemnification agreement for directors and executive officers.

The Company also announced that two current Class I members of the Board, Stephen Ondra, M.D., and Michael G. Atieh, will be resigning from the Board. The Board accepted Dr. Ondra’s resignation effective March 4, 2022. It is expected that Mr. Atieh will serve the rest of his term until the Company’s 2022 annual meeting of stockholders. Dr. Ondra’s and Mr. Atieh’s decisions to resign did not result from any disagreement with the Company on any matter relating to Company operations, policies or practices.

By resolution of the Board, the size of the Board was decreased from nine members to eight members on March 4, 2022. As of March 15, 2022, the size of the Board will increase from nine members to 10 members, and the size of the Board will be reduced to nine members effective immediately prior to the Company’s 2022 annual meeting of stockholders.

A copy of the press release announcing the foregoing matters is filed with this Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

99.1 [Press release dated March 9, 2022.](#)

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.

March 9, 2022

electroCore, Inc.

/s/ Brian Posner

Brian Posner

Chief Financial Officer

electroCore Announces Changes to its Board of Directors

Julie Bruzzone Goldstein and Tricia Wilber to join the Board, adding significant marketing, media and brand strategy experience

ROCKAWAY, N.J., **March 09, 2022** (GLOBE NEWSWIRE) -- electroCore, Inc. (Nasdaq: ECOR), a commercial-stage bioelectronic medicine company, today announced the appointment of Julie Bruzzone Goldstein and Tricia Wilber to the company's Board of Directors effective March 15, 2022. The Company also announced that effective March 4, 2022, Dr. Stephen Ondra is resigning from the Board to focus on his new role as Chief Medical Advisor at MITRE, and Michael Atieh will not be standing for re-election to the Board at the 2022 Annual General Meeting.

"Ms. Goldstein and Ms. Wilber are successful business leaders with proven track records, and I am pleased to welcome them to our Board," said Peter Cuneo, Chairman of the Board of Directors of electroCore. "As the company continues to invest in direct-to-consumer initiatives, their breadth of knowledge and experience will add significant value as we seek to expand the reach and impact of our therapies. These appointments are great additions to our Board of Directors, and we look forward to their contributions."

Mr. Cuneo continued, "I would like to recognize and thank Mr. Atieh and Dr. Ondra for their long service and myriad contributions to the Company. Their leadership and dedication, Mr. Atieh's role as our previous Chairman, and both Directors' service on various committees, have greatly advanced our business. Both Mr. Atieh and Dr. Ondra will remain available to the Company as advisors to the Chairman and CEO. We wish them continued success in their future endeavors."

Ms. Goldstein brings to electroCore more than 30 years of leadership expertise in product, media and entertainment marketing, which spans a career in radio, television, music and theater. Ms. Goldstein's specific expertise includes operations, sales development, advertising, and project management. She has also spearheaded many major national and international marketing campaigns. She worked as a Broadway producer for the musical, *First Date*, and served in senior marketing positions, artist development and media-sales at JIVE Records, TV Guide Television Network, RCA Records, Virgin Records and multiple radio stations. As a key player, her expertise around spending and strategic marketing techniques contributed to RCA's turnaround. She received the Billboard Magazine's Radio Promotion Director of the Year, Bertelsmann Key Management Award, and Virgin Records Promotion Director of the Year. Ms. Goldstein holds a Bachelor of Arts in Communications and Social Welfare from California State University at Chico.

During her distinguished career, Ms. Wilber has been a Chief Marketing Officer, global business strategist, and board member who delivers organizational and cultural transformation for branding. She is a pioneer in new franchise models and branded partnerships. Ms. Wilber last served as the Executive Vice President, CMO, and Managing Director of Partnerships, EMEA, the highest position in the marketing department at Disney, where she drove growth for Walt Disney Company's marquee brands by leading marketing and communications for Disney, Pixar, Star Wars, and Marvel. Additionally, she established and led EMEA's 40-country integrated marketing, franchise and partnership functions, including a major reorganization of the EMEA channels to boost growth and profitability by significantly reducing expenses. She served as a Director for the board of Euro Disney SCA, and served as a member of the board of directors of Magical Cruise Company, more commonly known as Disney Cruise Line. Ms. Wilber holds a Bachelor of Arts in History from Brown University.

About electroCore, Inc.

electroCore, Inc. is a commercial stage bioelectronic medicine company dedicated to improving patient outcomes through its non-invasive vagus nerve stimulation therapy platform, initially focused on the treatment of multiple conditions in neurology. The company's current indications are the preventive treatment of cluster headache and migraine, the acute treatment of migraine and episodic cluster headache, the acute and preventive treatment of migraines in adolescents, and paroxysmal hemicrania and hemicrania continua in adults.

Forward-Looking Statements

This press release and other written and oral statements made by representatives of electroCore may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements about electroCore's business prospects and clinical and product development plans (including with respect to enrollment in ongoing studies); its pipeline or potential markets for its technologies; the timing, outcome and impact of regulatory, clinical and commercial developments including online, e-commerce, direct-to-consumer channels, telehealth portal, and cash pay initiatives; the issuance of U.S. and international patents providing expanded IP coverage; the possibility of future business models and revenue streams from the company's potential use of nVNS for the acute treatment of PTSD, stroke and hemorrhagic brain injury, the potential of nVNS generally and gammaCore in particular and other statements that are not historical in nature, particularly those that utilize terminology such as "anticipates," "will," "expects," "believes," "intends," other words of similar meaning, derivations of such words and the use of future dates. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the ability to raise the additional funding needed to continue to pursue electroCore's business and product development plans, the inherent uncertainties associated with developing new products or technologies, the ability to commercialize gammaCore™, the potential impact and effects of COVID-19 on the business of electroCore, electroCore's results of operations and financial performance, and any measures electroCore has and may take in response to COVID-19 and any expectations electroCore may have with respect thereto, competition in the industry in which electroCore operates and overall market conditions. Any forward-looking statements are made as of the date of this press release, and electroCore assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by law. Investors should consult all of the information set forth herein and should also refer to the risk factor disclosure set forth in the reports and other documents electroCore files with the SEC available at www.sec.gov.

For more information, visit www.electrocore.com.

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