

**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): April 17, 2020 (April 16, 2020)

CLEARPOINT NEURO, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

001-34822
(Commission
File Number)

58-2394628
(I.R.S. Employer
Identification Number)

5 Musick
Irvine, CA 92618
(Address of principal executive offices, zip code)

(949) 900-6833
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	CLPT	Nasdaq Capital 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.

(d) Election of New Director.

On April 16, 2020, the Board of Directors (the “Board”) of ClearPoint Neuro, Inc. (the “Company”) increased the size of the Board from eight to nine members, and, with the recommendation of the Corporate Governance and Nominating Committee of the Board, appointed Matthew B. Klein to fill the newly created directorship, effective immediately. Dr. Klein will serve as a director of the Company until the 2020 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier death, resignation, disqualification or removal.

Matthew B. Klein, 48, has been the Chief Development Officer at PTC since April 2020. Dr. Klein joined PTC in October 2019 as Global Head Gene and Mitochondrial Therapies and became Global Head Clinical Development in March 2020. Prior to joining PTC, Dr. Klein was Chief Executive Officer and a Director of BioElectron Technology Corporation (“BioElectron”) from 2018 to 2019. Dr. Klein served as the Chief Medical Officer of BioElectron from 2013 to 2019 and was Senior Vice President, Clinical Science at BioElectron from 2012 to 2013. Dr. Klein has a BA from the University of Pennsylvania, an MD from Yale University School of Medicine and an MS in epidemiology from the University of Washington School of Public Health.

Dr. Klein has agreed to forego to any compensation, cash or otherwise, from the Company in connection with his service on the Board; provided, however, Dr. Klein shall be entitled to the benefits of the same insurance, indemnification, reimbursement and other policies generally applicable to non-employee directors of the Board. Related thereto, the Company has entered into its standard form of indemnification agreement with Dr. Klein (the “Indemnification Agreement”). The Indemnification Agreement provides, among other things, that the Company will indemnify Dr. Klein under the circumstances and to the extent provided for therein, for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as a director of the Company, any subsidiary of the Company or any other company or enterprise to which he provides services at the Company’s request.

The foregoing description of the terms and conditions of the Indemnification Agreement is only a summary and is qualified in its entirety by the full text of the Indemnification Agreement, the form of which was previously filed as [Exhibit 10.8](#) to the Company’s General Form for Registration of Securities on Form 10, as originally filed on December 28, 2011, and is incorporated herein by reference.

There are no arrangements or understandings between Dr. Klein and any other persons pursuant to which he was appointed as a director of the Company. There are no family relationships between Dr. Klein and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Other than Dr. Klein’s position at PTC, there are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Dr. Klein and the Company.

Item 7.01. Regulation FD Disclosure.

On April 17, 2020, the Company issued a press release announcing the appointment of Dr. Klein to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 17, 2020

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.

Date: April 17, 2020

MRI INTERVENTIONS, INC.

By: /s/ Harold A. Hurwitz
Harold A. Hurwitz
Chief Financial Officer

For Immediate Release

BIOTECHNOLOGY LEADER AND SURGEON DR. MATTHEW KLEIN JOINS CLEARPOINT NEURO BOARD OF DIRECTORS

IRVINE, CA, April 17, 2020 – ClearPoint Neuro, Inc. (Nasdaq: CLPT) is pleased to announce that Matthew B. Klein, MD, MS, FACS, has been appointed to ClearPoint Neuro’s Board of Directors effective immediately. Dr. Klein, Chief Development Officer of PTC Therapeutics, Inc. (“PTC”), is a veteran biotechnology company executive with extensive experience in drug discovery and development, and a board-certified surgeon. He succeeds Marcio Souza, who joined ClearPoint Neuro’s Board as PTC’s representative in connection with PTC’s May 2019 equity investment in ClearPoint Neuro. Mr. Souza, who resigned from his position as PTC’s Chief Operating Officer, as was announced by PTC on March 16, 2020, will remain on ClearPoint Neuro’s Board as an independent member.

Prior to joining PTC, Dr. Klein served in several executive positions with BioElectron Technology Corporation (“BioElectron”), most recently as BioElectron’s Chief Executive Officer and a Director prior to its acquisition by PTC in 2019. Dr. Klein has a BA from the University of Pennsylvania, an MD from Yale University School of Medicine and an MS in epidemiology from the University of Washington School of Public Health.

“We are thrilled by the addition of Matt to our board and the contributions he will make to our company and culture,” commented Joe Burnett, President and CEO. “As a patient-centric company, adding an established physician, scientist and leader to our board will improve our ability to evaluate new technologies and partnerships.”

“I am very excited to be joining ClearPoint Neuro’s Board and look forward to bringing my experience as a drug developer and a surgeon to help the company continue its growth and to fulfill its incredibly important mission,” said Dr. Klein.

About ClearPoint Neuro

ClearPoint Neuro’s mission is to improve and restore quality of life to patients and their families by enabling therapies for the most complex neurological disorders with pinpoint accuracy. Applications of the Company’s current product portfolio include deep-brain stimulation, laser ablation, biopsy, neuro-aspiration, and delivery of drugs, biologics and gene therapy to the brain. The ClearPoint[®] Neuro Navigation System has FDA clearance, is CE-marked, and is installed in 60 active clinical sites in the United States. The Company’s SmartFlow[®] cannula is being used in partnership or evaluation with more than 20 individual biologics and drug delivery companies in various stages from preclinical research to late stage regulatory trials. To date, more than 3,500 cases have been performed and supported by the Company’s field-based clinical specialist team which offers support and services for our partners. For more information, please visit www.clearpointneuro.com.

Forward-Looking Statements

Statements herein concerning the Company's plans, growth and strategies may include forward-looking statements within the context of the federal securities laws. Statements regarding the Company's future events, developments and future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. Uncertainties and risks may cause the Company's actual results to differ materially from those expressed in or implied by forward-looking statements. Particular uncertainties and risks include those relating to: future revenues from sales of the Company's ClearPoint Neuro Navigation System products; the Company's ability to market, commercialize and achieve broader market acceptance for the Company's ClearPoint Neuro Navigation System products; and estimates regarding the sufficiency of the Company's cash resources. More detailed information on these and additional factors that could affect the Company's actual results are described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2019, which has been filed with the Securities and Exchange Commission.

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