

**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): February 5, 2021 (February 4, 2021)

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.

(b) Resignation of Director for Any Reason Other than Disagreement with the Company.

On February 4, 2021, Kimble L. Jenkins notified ClearPoint Neuro, Inc. (the "Company"), of his decision to retire from, and resign as Chairman and a member of, the Company's Board of Directors (the "Board"), effective immediately. On February 4, 2021, the Board accepted Mr. Jenkin's resignation. In connection therewith and effective immediately, the size of the Board was decreased from eight to seven members. Further, R. John Fletcher will now serve as the Chairman of the Board. Mr. Jenkins elected to step down from the Board voluntarily to focus on commitments associated with his role as the Chief Executive Officer of OrthoSouth, P.C. Accordingly, Mr. Jenkins' resignation was not the result of any disagreement with management, the Company or its operations, policies or practices.

In recognition of the contributions made by Mr. Jenkins as a director of the Company, the Board's Compensation Committee accelerated the vesting of an option to purchase 15,000 shares awarded to Mr. Jenkins on June 3, 2020 under the Company's Third Amended and Restated 2013 Incentive Compensation Plan. In addition, the Compensation Committee also extended the option exercise period for all of Mr. Jenkins' outstanding options such that the option exercise period is coterminous with the term of the option award.

As a result of Mr. Jenkins' resignation, the Board has reduced the size of the Board from eight members to seven members, effective immediately.

Item 7.01. Regulation FD Disclosure.

On February 5, 2021, the Company issued a press release announcing the changes to the Board, as described under Item 5.02 above. A copy of the press release is furnished herewith as Exhibit 99.1.

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 of the Company, dated February 5, 2021

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: February 5, 2021

CLEARPOINT NEURO, INC.

By: /s/ Joseph M. Burnett

Joseph M. Burnett
Chief Executive Officer and President



For Immediate Release

ClearPoint Neuro, Inc. Announces Appointment of R. John Fletcher as Chairman of the Board of Directors

IRVINE, CA, February 5, 2021 – ClearPoint Neuro, Inc. (Nasdaq: CLPT) (the “Company”) today announced that R. John Fletcher has been appointed Chairman of the Company’s Board of Directors. The prior Chairman, Kimble L. Jenkins, retired from the Chairman role, which he has held since 2003, and resigned from the Board of Directors to focus on commitments associated with his role as the Chief Executive Officer of OrthoSouth.

“On behalf of our Board and the management team, we thank Kim for his service and longstanding commitment to the Company. We greatly appreciate the leadership, insight, and expertise that Kim has provided, taking us from a pre-regulatory, pre-revenue start-up, to a leading global platform neurosurgery company,” stated Joe Burnett, President and CEO of ClearPoint Neuro. “John is the ideal Chairman to see us through the next stage in our evolution due to his service on several boards, highlighted by his prior role as Chairman of Spectranetics. John was recognized in 2018 by the National Association of Corporate Directors as Director of the Year for his role as Chairman of Spectranetics during its turnaround and subsequent acquisition by Philips NV for \$2.2 billion. Since joining us in 2017, he has also brought to our Board his experience as CEO of Fletcher Spaght’s healthcare strategy consulting firm. We look forward to having John as our Chairman to shepherd ClearPoint through its next phase of execution and growth.”

“It has been an honor to serve the Company as both an executive officer and director over the years,” commented Kim Jenkins. “ClearPoint is now stronger than it has ever been, with a strengthened balance sheet, a compelling strategic plan and an enormous opportunity ahead. I look forward to watching this incredibly dedicated team make an even larger impact on the lives of patients in the years to come.”

“I want to thank Kim for his years of leadership and dedicated service to the development of ClearPoint. His direct contributions have enabled excellent care for so many patients in need,” stated John Fletcher. “I am honored and enthusiastic about assuming the role of Chairman, and have every confidence that the best years for the Company are ahead.”

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 over 60 active clinical sites in the United States, Canada and Europe. The Company’s SmartFlow® cannula is being used in partnership or evaluation with 25 individual biologics and drug delivery companies in various stages from preclinical research to late-stage regulatory trials. To date, more than 4,000 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: the impact of COVID-19 and the measures adopted to contain its spread; 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, and the Company’s Quarterly Report on Form 10-Q for the three months ended September 30, 2020, both of which have been filed with the Securities and Exchange Commission, and the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, which the Company intends to file with the Securities and Exchange Commission on or before March 31, 2021.

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