

**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): December 14, 2017 (December 12, 2017)

MRI INTERVENTIONS, 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))

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 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 8.01. Other Events.

As a result of a reduction in board size and increased responsibilities of the members of the Board of Directors (the “Board”) of MRI Interventions, Inc. (the “Company”) following the Company’s 2017 annual meeting of stockholders, in order to continue to attract and retain qualified members of the Board and to compensate them appropriately for their services, the Compensation Committee of the Board engaged an independent compensation consultant to perform a benchmarking analysis, evaluating the Board’s compensation relative to its peer companies and market compensation practices.

Based on the results of the compensation consultant’s analysis, the Compensation Committee of the Board recommended on December 12, 2017, to the Board, and the Board approved an appropriate revision of the MRI Interventions, Inc. Non-Employee Director Compensation Plan (the “Director Plan”), which had not been revised since 2013.

The foregoing description of the amended Director Plan is only a summary and is qualified in its entirety by the full text of the amended Director Plan, the form of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>10.1</u>	<u>MRI Interventions, Inc. Non-Employee Director Compensation Plan, as amended and restated by the Board of Directors on December 12, 2017.</u>

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: December 14, 2017

MRI INTERVENTIONS, INC.

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

MRI INTERVENTIONS, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

This Non-Employee Director Compensation Plan (this “Plan”) sets forth the compensation for non-employee members of the MRI Interventions, Inc. Board of Directors (the “Board”). This Plan applies only to non-employee members of the Board and is not applicable to employee members of the Board. This Plan will remain in effect until it is revised or rescinded by further action of the Board.

Retainers and Meeting Fees

The following table sets forth the fees to be paid to the non-employee directors of MRI Interventions, Inc. (the “Company”):

Board of Directors:	
Annual retainer per director	\$ 35,000
Annual retainer for chairperson	\$ 15,000
Audit Committee:	
Annual retainer for chairperson	\$ 15,000
Annual retainer for other members	\$ 7,500
Compensation Committee:	
Annual retainer for chairperson	\$ 10,000
Annual retainer for other members	\$ 5,000
Corporate Governance and Nominating Committee:	
Annual retainer for chairperson	\$ 6,000
Annual retainer for other members	\$ 3,000

The above retainers are paid in quarterly installments, in arrears. Each director may elect to have the Company pay all or a portion of his or her fees in shares of the Company’s common stock (“Common Stock”), in lieu of cash, in accordance with the rules and procedures established from time to time by the Board. Any such shares of Common Stock issued pursuant to this Plan may consist, in whole or in part, of authorized and unissued shares, treasury shares or shares purchased on the open market.

The Company also reimburses each non-employee director for reasonable travel and other expenses in connection with attending meetings of the Board.

Stock Options – New Director One-Time Grant

Upon an individual becoming a non-employee director for the first time, the new director will receive a stock option grant entitling him/her to purchase 15,000 shares* of the Company’s common stock. Such options will vest in equal annual installments over three years. The exercise price of these options will equal the “fair market value” of the Company’s common stock on the date of grant.

* Such number of shares to be equitably and proportionately adjusted to reflect and take into account any unusual or non-recurring transaction that affects the Company’s common stock, including a recapitalization, stock split, reverse stock split, split-up, combination or other similar corporate transaction or event.

Stock Options - Annual Grants

Any individual who serves as a non-employee director on the day following an annual meeting of the Corporation’s stockholders will receive a stock option grant entitling him/her to purchase 15,000 shares* of the Company’s common stock. Such options will vest on the earlier of the first anniversary of the grant date or the day immediately preceding the next annual meeting of stockholders. The exercise price of these options will equal the “fair market value” of the Company’s common stock on the date of grant.

* Such number of shares to be equitably and proportionately adjusted to reflect and take into account any unusual or non-recurring transaction that affects the Company's common stock, including a recapitalization, stock split, reverse stock split, split-up, combination or other similar corporate transaction or event.

Option Term

Each non-employee director stock option will terminate upon the earlier to occur of: (i) ten years from the date of grant; (ii) 12 months after the director dies; (iii) 12 months after the director ceases to be a director due to disability; or (iv) three months after the director ceases to be a director for any reason other than death or disability.

Plan Revision History

- Original Plan – Effective January 1, 2013
- Amended and restated by the Board on June 13, 2013
- Further amended and restated by the Board on December 12, 2017