
**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): May 26, 2021

Bellerophon Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36845
(Commission
File Number)

47-3116175
(IRS Employer
Identification No.)

184 Liberty Corner Road, Suite 302
Warren, New Jersey
(Address of Principal Executive Offices)

07059
(Zip Code)

Registrant's telephone number, including area code: **(908) 574-4770**

(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 (see General Instruction A.2. below):

- 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	BLPH	The 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.
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Item 5.07. Submission of Matters to a Vote of Security Holdings.

On May 26, 2021 at the 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of Bellerophon Therapeutics, Inc. (the “Company”), the stockholders approved the four proposals listed below. Of the 9,506,419 shares of common stock issued, outstanding and eligible to vote as of the record date of April 1, 2021, a quorum of 4,762,320 shares, or approximately 50.1% of the eligible shares, was present in person or represented by proxy. The final results for the votes regarding each proposal are set forth in the following tables.

(a) Election of Directors. The Company's stockholders elected the following nominees to serve on the Company's board of directors for a three-year term until the Company's 2024 annual meeting of stockholders and until each of their respective successors is duly elected and qualified, based on the following votes:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Fabian Tenenbaum	2,965,767	543,006	1,253,547

(b) Ratification of the Appointment of KPMG LLP as the Independent Registered Public Accountants of the Company for the Fiscal Year Ending December 31, 2021: The Company's stockholders approved the proposal based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,672,995	65,116	24,209	–

(c) Approval by an Advisory Vote the Compensation of our Named Executive Officers: The Company's stockholders approved the proposal based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
3,364,074	125,395	19,304	1,253,547

(d) The Frequency of Holding an Advisory Vote on the Compensation of our Named Executive Officers: The Company's stockholders approved the proposal based on the following votes:

<u>1 Year</u>	<u>2 Year</u>	<u>3 Year</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
3,432,543	5,788	61,234	9,208	1,253,547

Item 8.01. Other Events.

Bellerophon Therapeutics, Inc. (the “Company”) issued a press release on May 26, 2021 to announce the appointment of Naseem Amin, M.D., as Chairman of its Board of Directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 26, 2021
104	Cover Page Interactive Data File (Formatted as Inline XBRL)

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.

BELLEROPHON THERAPEUTICS, INC.

Date: May 26, 2021

By: /s/ Assaf Korner

Name: Assaf Korner

Title: Chief Financial Officer



Bellerophon Appoints Naseem Amin, M.D. as Chairman of its Board of Directors

Dr. Amin Has Served as an Independent Director Since 2015 and Succeeds Jonathan Peacock Following Mr. Peacock's Retirement from the Company's Board

WARREN, N.J., May 26, 2021 – Bellerophon Therapeutics, Inc. (Nasdaq: BLPH) (“Bellerophon” or the “Company”), a clinical-stage biotherapeutics company focused on developing treatments for cardiopulmonary diseases, today announced the appointment of Naseem Amin, M.D., as Chairman of its Board of Directors, effective immediately. Dr. Amin, who has served as an Independent Director since 2015, will succeed Jonathan Peacock, who is retiring from the Company’s Board.

“It has been a privilege to work alongside the talented Bellerophon team over the past several years and to guide the Company’s evolution into a late-stage development company,” said Mr. Peacock. “With a number of promising INOpulse® clinical programs ongoing and a strong balance sheet, I believe that Bellerophon is well positioned to deliver on its goal of bringing an important new therapy to pulmonary hypertension patients and I look forward to following its continued progress.”

“I am pleased to continue my support of Bellerophon in my new role as Chairman,” said Dr. Amin. “Bellerophon is a highly innovative company and its INOpulse platform has demonstrated significant potential in treating a number of cardiopulmonary conditions. I am excited about the opportunities to create long-term shareholder value during this critical period of potential growth for the Company.”

Dr. Amin has broad industry experience in the biotech and medical device industries and has served as the Chief Executive Officer at Orphalan since June 2017. He was the Chairman of Arix Bioscience plc, a global venture capital company focused on investing in life sciences, until April 2021. Dr. Amin served as a Venture Partner at Advent Life Sciences until 2020 and as the Chief Scientific Officer of Smith and Nephew Plc until 2014. Previously, he was Senior Vice President, Business Development, at Biogen Idec from 2005 to 2009, and was with Genzyme Corporation from 1999 to 2005, most recently as Head, International Business Development, and where he has also led the clinical development of five currently marketed therapeutic products. Dr. Amin began his career at Baxter Healthcare Corporation, where he served as Director, Medical Marketing and Portfolio Strategy, Renal Division. He currently serves as an Advisory Board member for Imperial College, Department of Biomedical Engineering, and as Chairman of OPEN-London, a non-profit organization focused on encouraging and mentoring South Asians from Pakistan who are interested in starting entrepreneurial companies. Dr. Amin received his medical degree from the Royal Free School of Medicine, London, and an MBA from the Kellogg Graduate School of Management, Northwestern University.

About Bellerophon

Bellerophon Therapeutics is a clinical-stage biotherapeutics company focused on developing innovative therapies that address significant unmet medical needs in the treatment of cardiopulmonary diseases. The Company is currently developing multiple product candidates under its INOpulse® program, a proprietary pulsatile nitric oxide delivery system. For more information, please visit www.bellerophon.com.

Forward-looking Statements

Any statements in this press release about Bellerophon's future expectations, plans and prospects, including statements about the clinical development of its product candidates, regulatory actions with respect to the Company's clinical trials and expectations regarding the sufficiency of the Company's cash balance to fund clinical trials, operating expenses and capital expenditures, and other statements containing the words "anticipate," "believe," "continue," "contemplate," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: risks and uncertainties relating to INOpulse®, the uncertainties inherent in the initiation of future clinical trials, availability and timing of data from ongoing and future clinical trials and the results of such trials, whether preliminary or interim results from a clinical trial will be predictive of the final results of that trial or whether results of early clinical trials will be indicative of the results of later clinical trials, expectations for regulatory approvals, the FDA's substantial discretion in the approval process, availability of funding sufficient for our foreseeable and unforeseeable operating expenses and capital expenditure requirements and other factors discussed in the "Risk Factors" section of the Company's most recent Annual Report on Form 10-K and in subsequent filings with the Securities and Exchange Commission. In addition, any forward-looking statements included in this press release represent Bellerophon's views only as of the date of this release and should not be relied upon as representing the Company's views as of any subsequent date. The Company specifically disclaims any obligation to update any forward-looking statements included in this press release.

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