

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

March 27, 2020

(Date of Report (date of earliest event reported))

IRIDEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

0-27598

77-0210467

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(I.R.S. Employer
Identification Number)

1212 Terra Bella Avenue
Mountain View, California 94043

(Address of principal executive offices, including zip code)

(650) 940-4700

(Registrant's telephone number, including area
code)

(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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Exchange on Which Registered
Common Stock, par value \$0.01 per share	IRIX	Nasdaq Global Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(b)

On March 27, 2020, Romeo R. Dizon retired from his position as Vice President of Finance of IRIDEX Corporation (the “Company”), effective March 27, 2020. Mr. Dizon did not retire as a result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. In connection with transition matters, Mr. Dizon will be paid approximately \$60,000 for continued consulting services.

James Mackaness was appointed by the Company’s Board of Directors as its Interim Chief Financial Officer on a part-time basis, replacing Mr. Dizon effective March 27, 2020. Mr. Mackaness previously served as the Company’s Chief Operating Officer from August 2012 to August 2015 and as the Company’s Chief Financial Officer from January 2008 to August 2012. Mr. Mackaness, age 56 is a partner with FLG Partners, LLC, a leading Silicon Valley chief financial officer services and board advisory consultancy (“FLG Partners”) having joined FLG in September 2019. He currently serves part-time as Chief Financial Officer for Soleno Therapeutics, a clinical-stage biopharmaceutical company. Mr. Mackaness previously served as Chief Financial Officer of Invuity, Inc., a medical technology company, from August 2015 until its sale to Stryker Corporation in October 2018, remaining with Styker through January 2019 to complete the integration. From September 2001 to December 2007, Mr. Mackaness served as Chief Financial Officer and Vice President of Finance of NextHop Technologies, Inc., a networking wireless technology company. Prior to that, Mr. Mackaness served as Chief Financial Officer and Vice President of Finance of Infogear Technologies Corporation and began his career with Ernst & Young LLP.

In connection with Mr. Mackaness’s appointment as the Company’s Interim Chief Financial Officer, the Company entered into a consulting agreement (the “FLG Consulting Agreement”) with FLG Partners, LLC. Pursuant to the FLG Consulting Agreement, the Company will pay FLG Partners \$400 per hour for Mr. Mackaness’s services to the Company for actual hours of service provided. The FLG Consulting Agreement with FLG Partners also requires the Company to indemnify Mr. Mackaness and FLG Partners in connection with the performance of services for the Company. The FLG Consulting Agreement has an indefinite term and is terminable by either party upon 30 days’ advance written notice.

Other than the indemnification described herein, Mr. Mackaness has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended, nor are any transactions currently proposed.

There are no family relationships between Mr. Mackaness and any of the Company’s directors or executive officers.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 30, 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.

IRIDEX CORPORATION

By: /s/ David I. Bruce
David I. Bruce
President and Chief Executive Officer

Date: March 30, 2020



For Immediate Release

**IRIDEX ANNOUNCES RETIREMENT OF VP FINANCE
Names Prior CFO/COO as Interim CFO**

Mountain View, Calif. March 30, 2020 -- IRIDEX Corporation (NASDAQ: IRIX), a provider of innovative ophthalmic laser-based medical products for the treatment of glaucoma and retinal diseases, announced today that Romeo Dizon has retired from his position as Vice President of Finance, effective March 27, 2020. Mr. Dizon has agreed to continue to serve as needed as a consultant to facilitate a smooth transition and to provide additional support through the end of the Company's first quarter 2020 reporting cycle.

IRIDEX's Board of Directors has appointed James Mackaness to serve as interim Chief Financial Officer while it searches for a successor to Mr. Dizon. Mr. Mackaness previously served as IRIDEX's Chief Operating Officer from August 2012 to August 2015 and as the Company's Chief Financial Officer from January 2008 to August 2012. He is currently a partner with FLG Partners, a leading Silicon Valley CFO services and board advisory consultancy firm, and also currently serves as Chief Financial Officer for Soleno Therapeutics, a clinical-stage biopharmaceutical company. He was previously Chief Financial Officer of Invuity, Inc., a medical technology company, from August 2015 until its sale to Stryker Corporation in October 2018.

"On behalf of everyone at IRIDEX and our Board of Directors, I want to thank Romeo for his many contributions during his 12-year tenure with the Company, including his strong leadership of our financial organization over the past two years," said David Bruce, CEO of IRIDEX. "We appreciate his dedication and wish him all the best beyond IRIDEX."

"We are very pleased to welcome Jim Mackaness back to the IRIDEX team. His proven skill set, coupled with in-depth knowledge of our operations and internal processes, provides us great confidence that we will experience seamless continuity in our financial leadership," concluded Bruce.

About IRIDEX

IRIDEX is a worldwide leader in developing innovative and versatile laser-based medical systems, delivery devices and consumable instrumentation for the ophthalmology market. The Company's proprietary MicroPulse® technology delivers a differentiated treatment that provides safe, effective, and proven treatment for targeted sight-threatening eye conditions. IRIDEX's current product line is used for the treatment of glaucoma, diabetic macular edema (DME) and other retinal diseases. IRIDEX products are sold in the United States and Germany through a direct sales force and in more than 100 countries through a network of independent distributors. For further information, visit the IRIDEX website at <http://www.iridex.com/>.

Investor Relations Contact

Leigh Salvo
(415) 937-5404
investors@iridex.com

Media Contact

Jamie Hall
Pascale Communications, LLC.
(724) 417-0167
pr@iridex.com