

**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**

April 2, 2019

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

**IRIDEX CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>0-27598</b>	<b>77-0210467</b>
(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.

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*(d) Appointment of Directors*

On April 2, 2019, the Company appointed Kenneth E. Ludlum to the board of directors (the “Board”) of Iridex Corporation (the “Company”), effective April 2, 2019 (the “Effective Date”). In connection with Mr. Ludlum’s appointment to the Board: 1) the size of the Board was increased from six to seven members as of the Effective Date and 2) Sanford Fitch has decided that that he will not stand for re-election at the Company’s 2019 annual meeting of stockholders, but will continue to serve as a member of the Board until the expiration of his current term ending on the date of the 2019 annual meeting. As a result, Mr. Fitch’s resignation will be effective immediately prior to the 2019 annual meeting of stockholders.

Mr. Ludlum will receive standard compensation available to non-employee members of the Board and committees of the Board and each will receive an option to purchase 15,000 shares of the Company’s common stock which vests in in equal monthly installments over four years following the effective date of the grant. In addition, it is expected that Mr. Ludlum will execute the Company’s standard form of indemnification agreement.

Mr. Ludlum is a professional board member with medical technology and biotechnology companies. Since 2002, Mr. Ludlum has served on the board of directors and as Chairman of the Audit Committee at NATUS Medical Incorporated and as Chairman of its Compensation Committee since June 2018. NATUS Medical Incorporated is a medical device and equipment company. From February 2014 to April 2016, Mr. Ludlum served as Chief Financial Officer at CareDx, a molecular diagnostics company, and prior to that has served as Chief Financial Officer for other publicly traded companies. Mr. Ludlum has worked for or with health care, medical device, biotechnology or diagnostic companies since 1985. Mr. Ludlum holds a B.S. in Business Administration from Lehigh University and a M.B.A. from Columbia University Graduate School of Business.

There are no arrangements or understandings between Mr. Ludlum and any other person pursuant to which Mr. Ludlum was elected as directors of the Company. There are no family relationships between Mr. Ludlum and any director or executive officer of the Company, and, other than as described above, no transactions involving Mr. Ludlum that would require disclosure under Item 404(a) of Regulation S-K.

The Company’s press release dated April 2, 2019 regarding Mr. Ludlum’s appointments is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
10.1*	<a href="#">Form of Indemnification Agreement between the Company and its directors and officers.</a>
99.1	<a href="#">Press Release dated April 2, 2019.</a>

\* Incorporated by reference to the Exhibits filed with the Registrant’s Report on Form 8-K on July 11, 2016..

**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/ William M. Moore  
William M. Moore  
President and Chief Executive Officer

Date: April 2, 2019



**For Immediate Release**

## **Ken Ludlum Appointed to IRIDEX Board of Directors**

**Mountain View, Calif. April 2, 2019** -- IRIDEX Corporation (NASDAQ: IRIX), a provider of innovative ophthalmic laser-based medical products for the treatment of glaucoma and retinal diseases, announced today that Ken Ludlum has been appointed to its Board of Directors, effective immediately. Ludlum will also serve on the Company's Compensation and Audit committees.

"We are delighted to welcome Ken to our board. His extensive background in both operational and financial roles with medical technology companies is highly complementary to our current board and strengthens the overall IRIDEX leadership team. I look forward to his insight and guidance in advancing our role in the treatment of sight-threatening eye disease," said William M. Moore, Chairman and Chief Executive Officer.

Ludlum brings a wealth of relevant experience in the medical technology sector, which includes leadership roles as board member, executive officer, investor, and advisor. He currently serves on the board and as Chairman of the Audit Committee at NATUS Medical, a publicly held medical device company and at Personalis, Inc., a venture backed molecular diagnostics company. Previously, Ludlum served on the board of directors for Novacept Corporation, Thermage Corporation, AtheroMed, Bridgeway Plan for Health and Kinetikos Medical.

Ludlum also served as Chief Financial Officer of CareDx, a molecular diagnostics company, through the company's initial public offering in 2014. Prior to that, he served in executive roles at two medical device companies, including President and CEO of Revivant Corporation and CFO of Perclose Inc. Prior to 25 years in operating positions, Ludlum spent 10 years as an investment banker, primarily with Montgomery Securities.

"I am honored to have the opportunity to join IRIDEX's Board of Directors," said Ludlum. "Throughout my career I've sought opportunities for innovation in medical technology and believe that IRIDEX is bringing exciting new technology to the treatment of glaucoma and retinal disease that clearly benefits both providers and patients. I am very much looking forward to helping the company continue to advance their business and help patients with their unique laser-based approach to treatment."

Ludlum holds a Bachelor of Science degree from Lehigh University and an MBA from Columbia Business School.

### **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

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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 more information, visit <http://www.irdex.com>.

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