
**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)

July 11, 2023

CAPRICOR THERAPEUTICS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34058
(Commission
File Number)

88-0363465
(I.R.S. Employer
Identification No.)

10865 Road to the Cure, Suite 150, San Diego, California
(Address of principal executive offices)

92121
(Zip Code)

(858) 727-1755
(Registrant's telephone number, including area code)

Not Applicable
(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:

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	CAPR	The Nasdaq Capital Market

Item 5.02 Departure of Directors of Certain Officers, Election of Directors; appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 11, 2023, Mr. Louis Manzo, a member of the Board of Directors (the “Board”) of Capricor Therapeutics, Inc., a Delaware corporation (the “Company”), resigned from the Board effective immediately. Mr. Manzo’s decision to resign is not due to any disagreement with the Company on any of the Company’s operations, policies or practices. In connection with Mr. Manzo’s resignation, the Company has entered into a consulting agreement with Mr. Manzo pursuant to which, from time to time, Mr. Manzo will perform certain investor relations services for the Company. Mr. Manzo was a member of the Company’s Audit Committee. Following Mr. Manzo’s resignation, Ms. Karimah Es Sabar has been appointed to the Company’s Audit Committee.

On July 11, 2023, the Board elected Paul Auwaerter, M.D. as a member of the Board, effective immediately. Dr. Auwaerter will receive an initial grant of a nonstatutory stock option to purchase 115,000 shares of the Company’s common stock (the “Initial Grant”) as standard non-employee director compensation under the Company’s policies. The Initial Grant will vest with respect to 25% of such shares of common stock on the first anniversary of the first day of the month following the date of grant of the Initial Grant, and the Initial Grant will vest with respect to 1/36 of such shares of common stock each month thereafter. Dr. Auwaerter will also enter into the Company’s standard form of indemnification agreement for directors.

Dr. Auwaerter does not have any relationship with the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K. Dr. Auwaerter will not initially be appointed to any committee of the Board.

Dr. Auwaerter is the Sherrilyn and Ken Fisher Professor of Medicine at the Johns Hopkins University School of Medicine, serving as the Clinical Director for the Division of Infectious Diseases and Director of the Sherrilyn and Ken Fisher Center for Environmental Infectious Diseases. Dr. Auwaerter serves as the Executive Director of the Johns Hopkins Point of Care-Information Technology (POC-IT) Center producing the Johns Hopkins ABX (Antibiotic), JH HIV, JH Osler, JH Psychiatry and JH Diabetes Guides. Dr. Auwaerter also serves as Editor-in-Chief of the ABX Guide. Dr. Auwaerter’s research and clinical interests include improving the diagnosis and care for patients with infectious diseases, specifically Lyme disease, respiratory infections, surgical infections, prosthetic joint infections, Epstein-Barr virus, and fever of unknown origin. He is a Past President of the Infectious Diseases Society of America (IDSA), the largest professional society worldwide related to infectious diseases. He currently serves as Chairman of the Infectious Diseases Society of America Foundation and is also on the Board of Directors of the American Lyme Disease Foundation. Dr. Auwaerter has been a member of the Board of Directors of the Baltimore Area Council of the Boy Scouts of America and has been awarded the national Distinguished Eagle Scout award. Dr. Auwaerter holds undergraduate and medical degrees from Columbia University and subsequent training in medicine and infectious diseases at Johns Hopkins, where he has been employed since 1988; he also trained in the virology and immunology laboratory of Dr. Diane Griffin.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 [Press Release, titled “Capricor Therapeutics Announces Appointment of Paul Auwaerter, M.D. to its Board of Directors”, dated July 13, 2023.](#)
- 104 Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: July 13, 2023

CAPRICOR THERAPEUTICS, INC.

By: /s/ Linda Marbán, Ph.D.
Linda Marbán, Ph.D.
Chief Executive Officer

Capricor Therapeutics Announces Appointment of Paul Auwaerter, M.D. to its Board of Directors

-John Hopkins School of Medicine Clinical Director Joins Capricor's Board of Directors with over 30 Years of Internal Medicine and Infectious Disease Experience-

SAN DIEGO, Calif., July 13, 2023 (GLOBE NEWSWIRE) --**Capricor Therapeutics** (NASDAQ: CAPR), a biotechnology company focused on the development of transformative cell and exosome-based therapeutics for the treatment and prevention of muscular and other select diseases, today announced the appointment of Paul Auwaerter, M.D. to its Board of Directors, effective immediately. Dr. Auwaerter brings over three decades of experience in internal medicine and infectious disease to Capricor.

"I am extremely pleased to welcome Dr. Auwaerter to our Board of Directors," said Linda Marbán, Ph.D., Capricor's CEO. "His extensive background across medicine for over 30 years will bring an added level of drug development and medical experience to our team as we continue to advance our pipeline of therapeutic product candidates. Over the course of his career, Dr. Auwaerter has worked with some of the field's most innovative leaders in the life sciences industry, and his experience and forward-thinking vision will make him a tremendous asset to our team."

"The opportunity to join Capricor at this crucial stage of development for the Company is compelling. The Company is an innovative leader with its late-stage CAP-1002 cell therapy program for Duchenne muscular dystrophy as well as its exosomes platform that has demonstrated such promising potential in early development," added Dr. Auwaerter. "I look forward to working alongside the executive team and my fellow Board members to help Capricor continue to advance their promising therapeutic pipeline."

Dr. Auwaerter holds multiple positions at Johns Hopkins University School of Medicine as the Clinical Director of the Division of Infectious Diseases, Director of the Sherrilyn and Ken Fisher Center for Environmental Infectious Diseases, and Chief Medical Officer for the Point of Care-Information Technology Center (POC-IT) for Healthcare Solutions. Additionally, Dr. Auwaerter is an attending physician for medicine and pediatrics at Johns Hopkins Hospital and Clinics. Prior to Capricor, he contributed to over one hundred published pieces of original research and is the Sherrilyn and Ken Fisher Professor of Medicine in the Divisions of Infectious Diseases and General Internal Medicine at Johns Hopkins University School of Medicine, where he has been since 1988. Dr. Auwaerter received an A.B. in Biology and M.D. in Medicine from Columbia University and also obtained an M.B.A. at the Johns Hopkins University School of Professional Studies in Business and Education.

About Capricor Therapeutics

Capricor Therapeutics, Inc. (NASDAQ: CAPR) is a biotechnology company focused on the development of transformative cell and exosome-based therapeutics for the treatment and prevention of muscular and other select diseases. Capricor's lead candidate, CAP-1002, is an allogeneic cardiac-derived cell therapy that is currently in late-stage clinical development for treating Duchenne muscular dystrophy. Further, Capricor has entered into a partnership for the exclusive commercialization and distribution of CAP-1002 for DMD in the United States and Japan with Nippon Shinyaku Co., Ltd. (U.S. subsidiary: NS Pharma, Inc.), subject to regulatory approval. Capricor is also developing its exosome technology as a next-generation therapeutic platform. Capricor's focus is on developing exosomes capable of delivering nucleic acids as well as proteins to treat or prevent a variety of diseases. For more information, visit capricor.com, and follow Capricor on [Facebook](#), [Instagram](#) and [Twitter](#).

Cautionary Note Regarding Forward-Looking Statements

Statements in this press release regarding the efficacy, safety, and intended utilization of Capricor's product candidates; the initiation, conduct, size, timing and results of discovery efforts and clinical trials; the pace of enrollment of clinical trials; plans regarding regulatory filings, future research and clinical trials; regulatory developments involving products, including the ability to obtain regulatory approvals or otherwise bring products to market; manufacturing capabilities; the ability to achieve product milestones and to receive milestone payments from commercial partners; plans regarding current and future



collaborative activities and the ownership of commercial rights; scope, duration, validity and enforceability of intellectual property rights; future royalty streams and revenue projections; expectations with respect to the expected use of proceeds from the recently completed offerings and the anticipated effects of the offerings; and any other statements about Capricor's management team's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "could," "anticipates," "expects," "estimates," "should," "target," "will," "would" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements. More information about these and other risks that may impact Capricor's business is set forth in Capricor's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on March 17, 2023 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, as filed with the Securities and Exchange Commission on May 12, 2023. All forward-looking statements in this press release are based on information available to Capricor as of the date hereof, and Capricor assumes no obligation to update these forward-looking statements.

CAP-1002 is an Investigational New Drug and is not approved for any indications. None of Capricor's exosome-based candidates have been approved for clinical investigation.

For more information, please contact:

Capricor Media Contact:

Raquel Cona
KCSA Strategic Communications
rcona@kcsa.com
212.896.1204

Capricor Investor Contact:

Joyce Allaire
LifeSci Advisors, LLC
jallaire@lifesciadvisors.com
617.435.6602

Capricor Company Contact:

AJ Bergmann, Chief Financial Officer
abergmann@capricor.com
858.727.1755
