
**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): **June 13, 2019**

NEOS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37508
(Commission File No.)

27-0395455
(IRS Employer Identification No.)

**2940 N. Highway 360
Grand Prairie, TX 75050**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(972) 408-1300**

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 (§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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	NEOS	The Nasdaq Stock Market LLC

Item 1.01. Entry into a Material Definitive Agreement.

On June 13, 2019, the Board of Directors (the “Board”) of Neos Therapeutics, Inc. (“Neos” or the “Company”) approved a change to its non-employee director compensation program. As modified by the Board, the value of the annual stock option grant to each non-employee director of the Company as of the date of the annual stockholder meeting was decreased from \$75,000 in fair value on the grant date (using a Black-Scholes option pricing model) to \$38,000 in fair value. All other aspects of the cash and equity compensation of non-employee directors remain unchanged. A copy of the Neos Therapeutics, Inc. Non-Employee Director Compensation Policy, effective as of June 13, 2019, is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

In connection with the Annual Meeting of Stockholders of the Company held on June 13, 2019 (the “Annual Meeting”), there were 49,722,516 shares outstanding as of the April 23, 2019 record date, of which 43,780,324 shares, or approximately 88.05%, were present or represented by proxy at the Annual Meeting.

With respect to the matters submitted for a vote of stockholders at the Annual Meeting: (i) each of the Class I directors nominated, Alan Heller, Bryant Fong, and James Robinson, were elected to serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2022 and until their successors have been elected and qualified, subject to their earlier resignation or removal (“Proposal 1”), and (ii) the selection of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified (“Proposal 2”). Set forth below are the voting results for each such matter.

Proposal 1:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Alan Heller	27,070,655	1,491,415	15,218,254
Bryant Fong	27,054,397	1,507,673	15,218,254
James Robinson	28,242,332	319,738	15,218,254

Proposal 2:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
39,342,152	359,269	4,078,903	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
10.1	Neos Therapeutics, Inc. Non-Employee Director Compensation Policy dated June 13, 2019

EXHIBIT INDEX

**Exhibit
Number**

Description

10.1

[Neos Therapeutics, Inc. Non-Employee Director Compensation Policy dated June 13, 2019](#)

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.

NEOS THERAPEUTICS, INC.

Date: June 18, 2019

By: /s/ John M. Limongelli
John M. Limongelli
Sr. Vice President, General Counsel and Corporate Secretary

NEOSE THERAPEUTICS, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

Each member of the Board of Directors (the “*Board*”) who is not also serving as an employee of Neos Therapeutics, Inc. (the “*Company*”) or any of its subsidiaries (each such member, an “*Eligible Director*”) will receive the compensation described in this Non-Employee Director Compensation Policy for his or her Board service. This policy may be amended at any time in the sole discretion of the Board or the Compensation Committee of the Board.

Annual Cash Compensation

The annual cash compensation amount set forth below is payable in equal monthly installments. If an Eligible Director joins the Board or a committee of the Board at a time other than effective as of the first day of a month, each annual retainer set forth below will be pro-rated based on days served in the applicable fiscal year, with the pro-rated amount paid for the first month in which the Eligible Director provides the service, and regular full monthly payments thereafter. All annual cash fees are vested upon payment.

1. Annual Board Service Retainer:
 - a. All Eligible Directors: \$35,000
 - b. Chairman of the Board Service Retainer (in addition to Eligible Director Service Retainer): \$25,000

2. Annual Committee Member Service Retainer:
 - a. Member of the Audit Committee: \$7,500
 - b. Member of the Compensation Committee: \$5,000
 - c. Member of the Nominating and Corporate Governance Committee: \$3,750

3. Annual Committee Chair Service Retainer (in lieu of Committee Member Service Retainer):
 - a. Chairman of the Audit Committee: \$15,000
 - b. Chairman of the Compensation Committee: \$10,000
 - c. Chairman of the Nominating and Corporate Governance Committee: \$10,000

Equity Compensation

The equity compensation set forth below will be granted under the Neos Therapeutics, Inc. 2015 Stock Option and Incentive Plan (the “*Plan*”). All stock options granted under this policy will be nonstatutory stock options, with an exercise price per share equal to not less than 100 percent of the Fair Market Value (as defined in the Plan) on the date of grant, and a term of ten years from the date of grant (subject to earlier termination in connection with a termination of service by the Eligible Director).

1. Initial Grant: On the date of an Eligible Director's initial election or appointment to the Board (or, if such date of election or appointment is not a market trading day, the first market trading day thereafter), the Eligible Director will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option for 12,500 shares. The shares subject to each stock option will vest in a series of eight (8) equal quarterly installments commencing on the date that is three months after the date of grant, such that the option will be fully vested on the second anniversary of the date of grant, subject to the Eligible Director's continuous service through each such vesting date.

2. Annual Grant: On the date of each annual stockholder meeting of the Company, each Eligible Director who continues to serve as a non-employee member of the Board immediately therefore will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option to purchase such number of shares of common stock equal to \$38,000 in fair value on the grant date using a Black-Scholes option pricing model. The resulting shares subject to the stock option will vest quarterly over one year from the grant date, subject to the Eligible Director's continuous service through each such vesting date.

June 13, 2019