
**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 15, 2019

EVOLUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38381
(Commission File Number)

46-1385614
(I.R.S. Employer
Identification No.)

**520 Newport Center Drive, Suite 1200
Newport Beach, California 92660**
(Address of principal executive offices) (Zip Code)

(949) 284-4555
(Registrant's telephone number, including area code)

N/A
(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))

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

<u>Title of Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.00001 per share	EOLS	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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

Effective July 15, 2019, the Board of Directors (the “Board”) of Evolus, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee (the “Committee”), appointed Peter Farrell and Karah Parschauer as members of the Board. Dr. Farrell will serve as a Class I director, with an initial term expiring at the annual meeting of stockholders in 2022. Ms. Parschauer will serve as a Class III director, with an initial term expiring at the annual meeting of stockholders in 2021.

The Committee and the Board determined that each of Dr. Farrell and Ms. Parschauer qualifies as an independent director under the director independence standards set forth by applicable Marketplace Rules of The Nasdaq Stock Market and by the U.S. Securities and Exchange Commission (the “SEC”).

In connection with their appointments and in accordance with the Company’s compensation arrangements for its non-employee directors described in the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders filed with the SEC on April 29, 2019 (the “Director Compensation Program”), on July 15, 2019 each of Dr. Farrell and Ms. Parschauer was granted a stock option to acquire 26,163 shares of the Company’s common stock at a per share exercise price of \$15.99. Each stock option is scheduled to vest over a period of two years, with 50% of the shares subject to each option scheduled to vest on July 15, 2020 and the balance scheduled to vest on July 15, 2021. In accordance with the Director Compensation Program, each of Dr. Farrell and Ms. Parschauer will also receive an annual retainer of \$40,000 for service as a Board member, pro-rated for any partial year of service.

The Company also entered into an indemnification agreement with each of Dr. Farrell and Ms. Parschauer consistent with the standard form of indemnification agreement entered into with each of the Company’s other directors, which is filed as Exhibit 10.11 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 25, 2018. The indemnification agreements provide, among other things, that the Company will indemnify each of Dr. Farrell and Ms. Parschauer to the fullest extent permitted under Delaware law for certain liabilities that may arise in connection with his or her service as a director of the Company and will advance certain expenses incurred in connection with any proceeding for which he or she could be indemnified.

There are no arrangements or understandings between either of Dr. Farrell or Ms. Parschauer and any other persons pursuant to which they elected as a director of the Company. There are no family relationships between either of Dr. Farrell or Ms. Parschauer and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the SEC) between either of Dr. Farrell or Ms. Parschauer and the Company.

Item 7.01 - Regulation FD Disclosure.

On July 15, 2019, the Company issued a press release announcing the appointment of Dr. Farrell and Ms. Parschauer to the Board. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

<u>99.1</u>	<u>Press Release of Evolus, Inc., dated July 15, 2019</u>
-----------------------------	---

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.

EVOLUS, INC.

Dated: July 16, 2019

By: /s/ David Moatazed

David Moatazed
President and Chief Executive Officer



**Evolus Expands Board of Directors with Appointment of Independent Directors
Peter Farrell, Ph.D. and Karah Parschauer, J.D.**

NEWPORT BEACH, Calif., July 15, 2019 - Evolus, Inc. (NASDAQ: EOLS), a performance beauty company with a customer-centric approach focused on delivering breakthrough products, today announced it has further strengthened and diversified its Board with the appointments of Peter Farrell, Ph.D. and Karah Parschauer, J.D. effective today.

"I am pleased to welcome Peter and Karah to the Evolus Board of Directors. They both bring a wealth of experience to the company," said Vik Malik, Chairman of the Board. "Peter Farrell is highly regarded as a visionary in the healthcare industry. His intimate understanding of how to scale and build public companies will be a significant asset to Evolus. Karah Parschauer has a proven track record of success within the life sciences industry, including medical aesthetics. She's built and led corporate development, legal and compliance operations, all of which will be invaluable in guiding the company forward."

Dr. Farrell commented, "I am pleased to join the Evolus Board of Directors at such a pivotal moment in the company's history. I believe the company's lead product Jeuveau™ has the potential to transform the aesthetics industry. I look forward to leveraging my experience to support the company's goal of achieving the number two U.S. market position for Jeuveau™ within the next two years."

Ms. Parschauer added, "Evolus just launched Jeuveau™ in one of the fastest growing and most competitive markets in healthcare, which makes this company's story and goals quite compelling. I look forward to working with the Board of Directors and contributing my extensive legal and corporate governance experience in the aesthetics market."

The Evolus Board of Directors is now comprised of nine directors, six of whom are considered independent in accordance with the rules of Nasdaq.

Dr. Peter Farrell is an industry veteran with extensive public company experience having successfully taken companies from inception through full scale commercialization. He is the Founder and current Chairman of the Board of ResMed (NYSE: RMD) (ASX: RMD), where he served as its Chief Executive Officer until 2014. Prior to founding ResMed, Dr. Farrell served as Vice President, Research and Development at various subsidiaries of Baxter International, Inc. and served as Managing Director of the Baxter Center for Medical Research Pty Ltd, a Baxter subsidiary. He previously served as Foundation Director of the Graduate School for Biomedical Engineering at the University of New South Wales where he currently serves as a Visiting Professor. Dr. Farrell is on the Visiting Committee of the Harvard/MIT Health Sciences & Technology Program and currently serves on the MIT Dean of Engineering's Advisory Council. Dr. Farrell is on the board of Arcturus Therapeutics Ltd (NASDAQ: ARCT), serves as the Chairman of WaveGuide and was previously a director of NuVasive, Inc. (NASDAQ: NUVA). Dr. Farrell holds a B.E. in chemical engineering with honors from the University of Sydney, an S.M. in chemical engineering from the Massachusetts Institute of Technology, a Ph.D. in chemical engineering and bioengineering from the University of Washington Seattle and a D.Sc. from the University of New South Wales.

Karah Parschauer has extensive experience leading biotech companies through various phases of growth and transformation. Ms. Parschauer is currently Executive Vice President, General Counsel and Secretary to the Board of Directors at Ultragenyx Pharmaceutical (NASDAQ: RARE), a commercial stage biotechnology company focused on the treatment of rare genetic diseases, where she leads the company's legal, compliance and government affairs departments. Prior to Ultragenyx, Ms. Parschauer was a senior leader at Allergan for 11 years, most recently as the head of legal and compliance for Allergan's Medical Aesthetic division. Ms. Parschauer currently serves on the board of Arcturus Therapeutics Ltd (NASDAQ: ARCT). Ms. Parschauer graduated from Miami University in Oxford, OH, and earned a J.D. from Harvard Law School.

About Evolus, Inc.

Evolus is a performance beauty company with a customer-centric approach focused on delivering breakthrough products. In 2019, the U.S. Food and Drug Administration approved Jeuveau™ (prabotulinumtoxinA-xvfs), the first and only neurotoxin dedicated exclusively to aesthetics and manufactured in a state-of-the-art facility using Hi-Pure™ technology. Jeuveau™ is powered by Evolus' unique technology platform and is designed to transform the aesthetic market by eliminating the friction points existing for customers today. Visit us at: www.evolus.com.

Forward-Looking Statements

Statements made in this release that relate to the status of regulatory processes, future plans, events, prospects or performance are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements containing the words "planned," "expect," "believes," "strategy," "opportunity," "anticipates," "outlook," "designed," and similar words. While these forward-looking statements are based on the current expectations and beliefs of management, such forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results to differ materially from the expectations expressed in this release, including the risks and uncertainties disclosed in Evolus' periodic filings with the Securities and Exchange Commission, including factors described in the section entitled "Risk Factors" in its Annual Report on Form 10-K for the year ended December 31, 2018 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 as filed with the Securities and Exchange Commission on March 20, 2019 and May 1, 2019, respectively, all of which are available online at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, Evolus undertakes no obligation to update or revise any forward-looking statements to reflect new information, changed circumstances or unanticipated events.

Jeuveau™ is a trademark of Evolus, Inc.

Hi-Pure™ is a trademark of Daewoong Pharmaceutical Co., Ltd

Evolus, Inc. Contacts:

Investor Contacts:

Ashwin Agarwal, Evolus, Inc.

Vice President, Finance, Investor Relations & Treasury

Tel: +1-949-284-4559

Email: IR@Evolus.com

Media Contacts:

Crystal Muilenburg, Evolus, Inc.

Vice President, Corporate Communications & Public Relations

Tel: +1-949-284-4506

Email: media@evolus.com