

**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): September 20, 2019 (September 18, 2019)

**KemPharm, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-36913  
(Commission File Number)

20-5894398  
(IRS Employer Identification No.)

1180 Celebration Boulevard, Suite 103,  
Celebration, FL  
(Address of Principal Executive Offices)

34747  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (321) 939-3416

(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 Instructions 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))

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	KMPH	Nasdaq Global Market

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.

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

*Resignation of Danny L. Thompson as Director and Audit Committee Chairman*

On September 18, 2019, Danny L. Thompson notified KemPharm, Inc. (“KemPharm”) that he was resigning from his position as a member of the board of directors of KemPharm (the “Board”) effective immediately. Concurrently therewith, Mr. Thompson resigned as the Chair of the Audit Committee of the Board (the “Audit Committee”). Mr. Thompson’s decision to resign was for personal health reasons and not due to any disagreement with us on any matter relating to our operations, policies or practices.

In connection with Mr. Thompson’s resignation, the Board appointed Richard Pascoe as Chair of the Audit Committee and appointed David S. Tierney as a member of the Audit Committee. In appointing Mr. Pascoe as Chair of the Audit Committee, the Board determined that Mr. Pascoe is an “audit committee financial expert” as defined by applicable rules and regulations of the U.S. Securities and Exchange Commission and based on a qualitative assessment of Mr. Pascoe’s level of knowledge and experience.

**Item 7.01 Regulation FD Disclosure.**

On September 20, 2019, KemPharm issued a press release reporting Mr. Thompson’s resignation. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01, and the press release furnished as Exhibits 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not incorporated by reference into any of KemPharm’s filings under the Securities Act of 1933, as amended, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release titled “KemPharm Provides Updates Regarding its Board of Directors” dated September 20, 2019.</a>

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## 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 thereunto duly authorized.

### **KemPharm, Inc.**

Date: September 20, 2019

By: /s/ R. LaDuane Clifton  
R. LaDuane Clifton, CPA  
Chief Financial Officer, Secretary and Treasurer



### KemPharm Provides Updates Regarding its Board of Directors

**Celebration, FL – September 20, 2019** – KemPharm, Inc. (Nasdaq: KMPH), a specialty pharmaceutical company engaged in the discovery and development of proprietary prodrugs, announced today that, on September 18, 2019, Danny L. Thompson provided notice of his resignation from the Company’s Board of Directors, citing personal health reasons. Mr. Thompson’s resignation was effective immediately.

Named to KemPharm’s Board in 2007, Mr. Thompson, 55, served as an independent Director and Chairman of the Board’s Audit Committee. Following Mr. Thompson’s resignation, the Board has appointed Richard W. Pascoe, the Company’s Lead Independent Director and a standing member of the Audit Committee, to serve as Chairman of the Audit Committee, effective September 18, 2019. In addition, the Board has also appointed David S. Tierney, M.D., to serve on KemPharm’s Audit Committee, joining Mr. Pascoe and Joseph B. Saluri. Subsequent to Mr. Thompson’s resignation, the Board reduced its size from six to five members.

“This announcement comes with a mix of sadness and gratitude,” said Travis C. Mickle, Ph.D., Chairman, President, Chief Executive Officer of KemPharm. “Danny has been a member of our Board since KemPharm’s early days, and during that time, his business experience, financial acumen, and strategic thinking have, without question, made an immeasurable contribution to KemPharm’s growth and success.” Dr. Mickle added, “I will be forever thankful for Danny’s service to our company, and we will keep him in our thoughts as he tends to his health with the support of his family and friends.”

Mr. Thompson commented, “Although I must resign from KemPharm’s Board for health reasons, it has been my privilege to serve the Company’s shareholders, its dedicated employees, management team and Board of Directors. Through the last 12 years, KemPharm has grown significantly, and I believe the Company’s product candidates have tremendous potential benefits for patients. I remain confident in the Company’s opportunities for success, particularly following the licensing agreement with an affiliate of Gurnet Point Capital.”

In addition to his years on KemPharm’s Board, Mr. Thompson has served as the President of Success Bank since 1998, adding the responsibility of Chief Executive Officer beginning in 2017, and also as Vice President of Garrett Bancshares, LTD, since 2006. From 1984 to 1997, he held several positions at Davis County Savings Bank including Executive Vice President of Operations, Trust Officer and Commercial Loan Officer.

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## **About KemPharm:**

KemPharm is a specialty pharmaceutical company focused on the discovery and development of proprietary prodrugs to treat serious medical conditions through its proprietary LAT™ (Ligand Activated Therapy) technology. KemPharm utilizes its proprietary LAT technology to generate improved prodrug versions of FDA-approved drugs as well as to generate prodrug versions of existing compounds that may have applications for new disease indications. KemPharm's prodrug product candidate pipeline is focused on the high need areas of attention deficit hyperactivity disorder, or ADHD, and stimulant use disorder. KemPharm's co-lead clinical development candidates for the treatment of ADHD, KP415 and KP484, are both based on a prodrug of d-methylphenidate, but have differing duration/effect profiles. In addition, KemPharm has received FDA approval for APADAZ® , an immediate-release combination product containing benzhydrocodone, a prodrug of hydrocodone, and acetaminophen. For more information on KemPharm and its pipeline of prodrug product candidates visit [www.kempharm.com](http://www.kempharm.com) or connect with us on [Twitter](#), [LinkedIn](#), [Facebook](#) and [YouTube](#).

## **KemPharm Contacts:**

Jason Rando / Maureen McEnroe  
[Tiberend Strategic Advisors, Inc.](#)  
212-375-2665 / 2664  
[jrando@tiberend.com](mailto:jrando@tiberend.com)  
[mmcenroe@tiberend.com](mailto:mmcenroe@tiberend.com)