

**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): **January 26, 2024**

**HARROW, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35814**  
(Commission  
File Number)

**45-0567010**  
(IRS Employer  
Identification No.)

**102 Woodmont Blvd., Suite 610**  
**Nashville, Tennessee**  
(Address of principal executive offices)

**37205**  
(Zip Code)

Registrant's telephone number, including area code: **(615) 733-4730**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name on exchange on which registered
Common Stock, \$0.001 par value per share	HROW	The Nasdaq Stock Market LLC
8.625% Senior Notes due 2026	HROWL	The Nasdaq Stock Market LLC
11.875% Senior Notes due 2027	HROWM	The Nasdaq Stock Market LLC

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 or Rule 12b-2 of the Securities Act of 1934: Emerging growth company

If any 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.**

On January 26, 2024 (the “Effective Date”), the board of directors (the “Board”) of Harrow, Inc. (the “Company”), following the recommendation of the Nomination and Corporate Governance Committee of the Board, expanded the size of the Board from four members to six and elected Adrienne L. Graves, Ph.D. and Lauren P. Silvernail to serve as members of the Board, effective immediately. Dr. Graves and Mrs. Silvernail shall serve until the 2024 annual meeting of the stockholders of the Company and thereafter until their respective successor has been duly elected and qualified, or until their earlier death, resignation or removal. The Board has not named Dr. Graves or Mrs. Silvernail to any committees of the Board.

Dr. Graves, age 70, has a strong background in ophthalmology, with extensive experience in pharmaceutical development and commercialization. She previously served as President and Chief Executive Officer of Santen Inc., the United States subsidiary of a publicly traded Japanese pharmaceutical company, from 2002 to 2010 and as Senior Vice President of Worldwide Clinical Development (U.S., Europe, and Japan) from 1995 to 2002. Dr. Graves has served as a member of the boards of directors of Ocular Therapeutix, Inc., a biopharmaceutical company, since July 2023; Nicox S.A., a French ophthalmology company, since 2014, and Surface Ophthalmics, Inc., since 2018, a development stage ophthalmology pharmaceutical company. Previously, Dr. Graves served as a member of the board of directors of IVERIC bio, Inc., a biopharmaceutical company, from late 2018 to 2021 and as the chairman of IVERIC’s board from 2021 to 2023; Greenbrook TMS Inc., a Canadian neurology and medical device company, since 2018 to 2023; Oxurion NV, a Belgian biopharmaceutical company, from 2018 until 2023; Akorn Inc., a pharmaceutical company, from 2012 until late 2018; and TearLab Corporation (now Trukera Medical), a biopharmaceutical company, from 2005 until early 2018. Dr. Graves received a B.A. in psychology from Brown University and a Ph.D. in psychobiology from the University of Michigan and completed a postdoctoral fellowship in visual neuroscience at the University of Paris.

Mrs. Silvernail, age 65, is a financial and strategic advisor to boards of directors and corporate management teams. From 2018 to 2022, she was Chief Financial Officer and Executive Vice President, Corporate Development of Evolus, Inc., an aesthetic medicines company. Prior to that time, Mrs. Silvernail served as the Chief Financial Officer and Chief Business Officer of Revance Therapeutics, Inc., a development stage aesthetic medicine company, from late 2015 to 2018 and as Chief Financial Officer and Executive Vice President, Corporate Development from 2013 to 2015. From 2003 to 2012, Mrs. Silvernail was Chief Financial Officer and Vice President of Corporate Development at ISTA Pharmaceuticals, Inc., a commercial pharmaceutical company that was acquired by Bausch and Lomb. From 1995 to 2003, Mrs. Silvernail served in various operating and corporate development positions with Allergan, a pharmaceutical company, including Vice President, Business Development. Prior to joining Allergan, Mrs. Silvernail worked at Glenwood Ventures, an investment firm, as a General Partner. She currently serves on the board of directors and as chair of the audit committee at Harpoon Therapeutics, Inc., an immuno-oncology company that was recently acquired by Merck. In addition, she serves on the board of directors, as a member of the audit and compensation committees and as the chair of the corporate governance committee of Nicox S.A. Mrs. Silvernail holds a B.A. in Biophysics from the University of California, Berkeley and an M.B.A. from the Anderson Graduate School of Management at the University of California, Los Angeles.

There are no arrangements or understandings between Dr. Graves, Mrs. Silvernail and any other person pursuant to which they were elected as directors. There are no transactions in which Dr. Graves and Mrs. Silvernail have an interest requiring disclosure under Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended. In accordance with the Company’s non-employee director compensation policy, the Company will compensate Dr. Graves and Mrs. Silvernail in the same manner as the Company’s other non-employee directors. Information with respect to director compensation is set forth in the definitive proxy statement for the Company’s 2023 annual meeting of stockholders, filed with the Securities and Exchange Commission on April 28, 2023.

In connection with their election, Dr. Graves and Mrs. Silvernail have entered into the Company’s standard form of Indemnification Agreement. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Graves and Mrs. Silvernail for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by them in any action or proceeding arising out of their service as a director of the Company.

A copy of the press release announcing the election of Dr. Graves and Mrs. Silvernail to the Board is filed as Exhibit 99 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99	<a href="#">Press Release of Harrow, Inc. dated January 29, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**HARROW, INC.**

Dated: January 29, 2024

By: */s/ Andrew R. Boll*

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Andrew R. Boll  
Chief Financial Officer

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### Harrow Announces New Appointments to its Board of Directors

NASHVILLE, Tenn., January 29, 2024 – Harrow (Nasdaq: HROW), a leading U.S. eyecare pharmaceutical company, today announced the appointments of Adrienne Graves, Ph.D., and Lauren Silvernail to the Company’s Board of Directors, effective immediately. Harrow’s Board now consists of six members.

“I am delighted to announce the addition of Adrienne and Lauren as new members to the Harrow Board of Directors,” said Mark L. Baum, Chairman and Chief Executive Officer of Harrow. “Having served in senior executive and Board positions at many leading pharmaceutical companies, both Adrienne and Lauren are highly respected business leaders who also share Harrow’s strategic vision and strong commitment to grow into a leading U.S. ophthalmic pharmaceutical company. The knowledge, expertise, and diverse perspectives they bring to Harrow will be invaluable as we execute our Strategic Plan and, ultimately, seek to maximize stockholder value by leveraging our product portfolio, which is now one of the most dynamic in the U.S. market. On behalf of the Harrow Board and the entire Harrow Family, we wholeheartedly welcome Adrienne and Lauren and look forward to working with them for many years to come.”

#### About Adrienne Graves, Ph.D.

Dr. Adrienne Graves is a visual scientist by training and a global industry leader in ophthalmology. Dr. Graves was Chief Executive Officer of Santen Inc. from 2002 through 2010, following seven years as Sr. V.P. of Worldwide Clinical Development. Previous experience includes nine years at Alcon, where she built a Retinal Electrophysiology Lab, directed clinical development, and served as Director of International Ophthalmology. Dr. Graves was Chairman of the Board at Iveric Bio until their 2023 acquisition by Astellas and is currently on the Board of Directors at Qlaris Bio, Nicox, Surface Ophthalmics, Opus Genetics, NVasc, JelliSee, and Implandata. She previously held board positions at Encore Vision (acquired by Novartis), Envisia (assets acquired by Aerie), TearLab (now Trukera), Aerpio, and Akorn. In addition, Dr. Graves serves on the Boards of the American Society of Cataract and Refractive Surgeons (ASCRS), Glaucoma Research Foundation (GRF), American Academy of Ophthalmology (AAO; Emeritus), Retina Global, Himalayan Cataract Project, Foundation Fighting Blindness (FFB), and was a founding Board member of OWL (Ophthalmic World Leaders). She is Chairman of the RD (Retinal Degeneration) Fund, the venture arm of FFB, and she co-founded Glaucoma 360. Her recent honors include the Visionary Award (FFB), Catalyst Award (GRF), Visionary Award (OWL), Bernice Brown Memorial Lecture Award (Women in Ophthalmology, or WIO), and The Ophthalmologist 2021 and 2023 Power Lists. Dr. Graves received an AB with Honors in Psychology from Brown University, a Ph.D. in Psychobiology from the University of Michigan, and a Postdoctoral Fellowship in Visual Neuroscience at the University of Paris. She also mentors future leaders at Stanford University’s Ophthalmic Innovation Program, demonstrating her commitment to ophthalmic innovation and solving unmet needs in the treatment of eye disease.

#### About Lauren Silvernail

Lauren Silvernail is a financial and strategic advisor to Boards of Directors and corporate management teams. Over her career, she has raised more than \$1.3 billion in financing and completed numerous transactions for emerging growth companies. From 2018 to 2022, Mrs. Silvernail served as Chief Financial Officer and Executive Vice President of Corporate Development at Evolus, Inc., an aesthetic medicine company, where she led financing activities and established infrastructure for the U.S. commercial launch of the company’s first approved product. From 2013 to 2018, she was Chief Financial Officer and Chief Business Officer at Revance Therapeutics, Inc., a development stage aesthetic medicine company, where she led the company’s initial public offering and subsequent rounds of financing. From 2003 to 2012, Mrs. Silvernail was Chief Financial Officer and Vice President Corporate Development at ISTA Pharmaceuticals, a commercial ophthalmology company acquired by Bausch and Lomb. Between 1995 and 2003, she served in operational and corporate development roles for Allergan Inc., including Vice President of Business Development. From 1990 to 1994, Mrs. Silvernail was a general partner of Glenwood Ventures and a member of the Boards of Directors of several Glenwood portfolio companies. She began her career at Varian and Bio Rad Laboratories in product marketing. Mrs. Silvernail holds an M.B.A. from the University of California, Los Angeles with an emphasis in entrepreneurial finance and accounting and a B.A. in Biophysics from the University of California, Berkeley. She is currently a member of the Board of Directors of Nicox S.A., an international ophthalmology company, and Harpoon Therapeutics, Inc., a development stage oncology company which recently announced it is being acquired by Merck.

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### **About Harrow**

Harrow, Inc. (Nasdaq: HROW) is a leading eyecare pharmaceutical company engaged in the discovery, development, and commercialization of innovative ophthalmic pharmaceutical products for the U.S. market. Harrow helps U.S. eyecare professionals preserve the gift of sight by making its comprehensive portfolio of prescription and non-prescription pharmaceutical products accessible and affordable to millions of Americans each year. For more information about Harrow, please visit [harrow.com](http://harrow.com).

### **Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Any statements in this release that are not historical facts may be considered such “forward-looking statements.” Forward-looking statements are based on management’s current expectations and are subject to risks and uncertainties which may cause results to differ materially and adversely from the statements contained herein. Some of the potential risks and uncertainties that could cause actual results to differ from those predicted include, among others, risks related to: liquidity or results of operations; our ability to successfully implement our business plan, develop and commercialize our products, product candidates and proprietary formulations in a timely manner or at all, identify and acquire additional products, manage our pharmacy operations, service our debt, obtain financing necessary to operate our business, recruit and retain qualified personnel, manage any growth we may experience and successfully realize the benefits of our previous acquisitions and any other acquisitions and collaborative arrangements we may pursue; competition from pharmaceutical companies, outsourcing facilities and pharmacies; general economic and business conditions, including inflation and supply chain challenges; regulatory and legal risks and uncertainties related to our pharmacy operations and the pharmacy and pharmaceutical business in general; physician interest in and market acceptance of our current and any future formulations and compounding pharmacies generally. These and additional risks and uncertainties are more fully described in Harrow’s filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Such documents may be read free of charge on the SEC’s web site at [sec.gov](http://sec.gov). Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made. Except as required by law, Harrow undertakes no obligation to update any forward-looking statements to reflect new information, events, or circumstances after the date they are made, or to reflect the occurrence of unanticipated events.

### **Contact:**

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615-733-4737

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