

**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 14, 2021**

**HARROW HEALTH, 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 Global Market
8.625% Senior Notes due 2026	HROWL	The NASDAQ Global Market

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 7.01 Regulation FD Disclosure.

On June 14, 2021, Harrow Health, Inc. (the “Company”) issued a press release announcing the commencement of a public offering (the “Offering”) of \$17,500,000 aggregate principal amount of 8.625% senior notes due 2026 (the “Notes”). The Notes are a further issuance of 8.625% senior notes due 2026, of which \$55,000,000 aggregate principal amount was outstanding prior to the Offering (the “Existing Notes”). The Notes will be treated as a single series with the Existing Notes under the indenture governing the Existing Notes and will have the same terms as the Existing Notes (other than the initial offering price and the issue date). The Notes will have the same CUSIP number and will trade interchangeably with the Existing Notes. The Company expects the Notes and the Existing Notes to be fungible for U.S. federal income tax purposes. The Company expects to grant the underwriters a 30-day option to purchase additional senior notes in connection with the Offering.

A copy of the press release announcing the Offering is furnished with this Current Report on Form 8-K as [Exhibit 99.1](#) and incorporated into this Item 7.01 by reference. The information contained in Item 7.01 of this Current Report on Form 8-K and the press release attached hereto as [Exhibit 99.1](#) are for information purposes only and do not constitute an offer to sell the Notes.

## Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K (and the exhibit attached hereto) may contain “forward-looking” statements as defined by the Private Securities Litigation Reform Act of 1995 or by the Securities and Exchange Commission (“SEC”) in its rules, regulations and releases. These statements include, but are not limited to, the Company’s plans, objectives, expectations and intentions regarding the performance of its business, the terms and conditions and timing of the Offering, the intended use of proceeds of the Offering and other non-historical statements. These statements can be identified by the use of words such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “continues,” “estimates,” “predicts,” “projects,” “forecasts,” and similar expressions. All forward looking statements are based on management’s current expectations and beliefs only as of the date of this report and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those discussed in, or implied by, the forward-looking statements, including the risks identified and discussed from time to time in the Company’s reports filed with the SEC, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 and other filings with the SEC. Readers are strongly encouraged to review carefully the full cautionary statements described in these reports. Except as required by law, the Company undertakes no obligation to revise or update publicly any forward-looking statements to reflect events or circumstances after the date of this report, or to reflect the occurrence of unanticipated events or circumstances.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release Announcing Offering, dated June 14, 2021.](#)

---

**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 HEALTH, INC.**

Dated: June 14, 2021

By: /s/ Andrew R. Boll

Andrew R. Boll  
Chief Financial Officer

---



**Harrow Health Announces Offering of \$17.5 Million of 8.625% Senior Notes Due 2026  
and “BB” Rating from Egan-Jones**

NASHVILLE, Tenn., June 14, 2021 – Harrow Health, Inc. (NASDAQ: HROW) (“Harrow Health” or the “Company”), an ophthalmic-focused healthcare company, today announced that it has commenced an underwritten registered public offering of \$17.5 million aggregate principal amount of its 8.625% senior notes due 2026 (the “Notes”), subject to market and certain other conditions. The Notes will be treated as a single series with the Company’s outstanding 8.625% senior notes due 2026 and will trade interchangeably with the existing notes. The Company expects to grant the underwriters a 30-day option to purchase additional senior notes in connection with the offering.

Harrow Health and this issuance of Notes both received a rating of “BB” from Egan-Jones Ratings Company, an independent, unaffiliated rating agency.

The Company expects to use the net proceeds of the offering to redeem all outstanding shares of its Series B Cumulative Preferred Stock, with the remaining net proceeds available for general corporate purposes, including funding future strategic product acquisitions and related investments, making capital expenditures and funding working capital.

B. Riley Securities, Inc. and Ladenburg Thalmann & Co. Inc. are acting as joint book-running managers for this offering.

The Notes will be offered under the Company’s shelf registration statement on Form S-3, which was declared effective by the Securities and Exchange Commission (“SEC”) on July 13, 2020. The offering of these Notes will be made only by means of a prospectus supplement and accompanying base prospectus, which will be filed with the SEC.

Copies of the prospectus supplement and the accompanying base prospectus may be obtained on the SEC’s website at [www.sec.gov](http://www.sec.gov), or by contacting B. Riley Securities by phone at (703) 312-9580, or by emailing [prospectuses@brileyfin.com](mailto:prospectuses@brileyfin.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Harrow Health**

Harrow Health, Inc. (NASDAQ: HROW) is an ophthalmic-focused healthcare company. The Company owns and operates ImprimisRx, one of the nation’s leading ophthalmology outsourcing and pharmaceutical compounding businesses, and Visionology, a direct-to-consumer eye care subsidiary focused on chronic eye disease. Harrow Health also holds non-controlling equity positions in Eton Pharmaceuticals, Surface Ophthalmics and Melt Pharmaceuticals, all of which started as Harrow Health subsidiaries. Harrow Health also owns royalty rights in four clinical stage drug candidates being developed by Surface Ophthalmics and Melt Pharmaceuticals. For more information about Harrow Health, please visit the Investors section of our corporate website, [harrowinc.com](http://harrowinc.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.” Such forward looking statements include, but are not limited to, statements regarding the terms and conditions and timing of the senior notes offering and the intended use of proceeds. Because these forward-looking statements involve known and unknown risks and uncertainties, there are important factors that could cause actual results, events or developments to differ materially from those expressed or implied by these forward-looking statements. Factors that could cause actual results to differ include (without limitation) the possibility that the notes offering will not be consummated at the expected time, on the expected terms, or at all. Additional risks and uncertainties are more fully described in Harrow Health’s filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2020 and Quarterly Report on Form 10-Q for the three months ended March 31, 2021. Such documents may be read free of charge on the SEC’s web site at [www.sec.gov](http://www.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 Health 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:

Jamie Webb, Director of Communications and Investor Relations

[jwebb@harrowinc.com](mailto:jwebb@harrowinc.com)

615-733-4737

-END-

---