

**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): February 15, 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 8.01 Other Items.

On February 15, 2024, Harrow, Inc. announced that it and some of its wholly-owned subsidiaries (together, the “Company”) had entered into a licensing agreement (the “Agreement”) with Apotex Inc. (“Apotex”). Under the terms of the Agreement, Apotex licensed from the Company exclusive rights and marketing authorizations of the following products in the Canadian market: VERKAZIA (cyclosporine ophthalmic emulsion) 0.1%; and Cationorm PLUS. In addition, Apotex agreed to pursue regulatory approval in Canada for VEVYE (cyclosporine ophthalmic solution) 0.1%; IHEEZO (chloroprocaine hydrochloride ophthalmic gel) 3%; and ZERVIAE (cetirizine ophthalmic solution) 0.24%. In consideration for such rights, the Company will be eligible to receive certain milestone payments based on manufacturing related events, regulatory approval and commercial activities along with royalties on net sales of the products.

A copy of the press release announcing the Agreement is filed as Exhibit 99 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	Press Release of Harrow, Inc. dated February 15, 2024
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: February 15, 2024

By: /s/ Andrew R. Boll

Andrew R. Boll
Chief Financial Officer



**Harrow Licenses Canadian Rights to Apotex
For Five Branded Ophthalmic Pharmaceutical Products**

NASHVILLE, Tenn. and TORONTO, Ontario, Canada (February 15, 2024) – Harrow, Inc. (Nasdaq: HROW), a leading U.S. eyecare pharmaceutical company, and Apotex Inc. (“Apotex”), Canada’s largest pharmaceutical company, today jointly announced an exclusive out-licensing agreement under which Apotex will market and distribute VERKAZIA[®] and over-the-counter (OTC) Cationorm[®] PLUS in the Canadian market, and concurrently, pursue market approval in Canada for VEVYE[®], IHEEZO[®], and ZERVIAE[®].

“We are pleased to enter the Canadian market through this partnership with Apotex, which has a proven track record of success serving Canadian eyecare professionals and their patients,” said Mark L. Baum, Chairman and Chief Executive Officer of Harrow. “This exclusive agreement fulfills our commitment to access and availability of these five important ophthalmic pharmaceutical products, and we look forward to working closely with our partners at Apotex over the coming years as they seek approval for VEVYE, IHEEZO and ZERVIAE in the Canadian market.”

“We are excited to partner with Harrow to provide access to an innovative branded line of ophthalmic products that complement our existing portfolio,” stated Allan Oberman, President and Chief Executive Officer of Apotex. “This alliance expands Apotex’s product offering in Canada to include innovative patented pharmaceutical medicines, aligned with our ongoing strategic focus to further expand our innovative branded pharmaceutical therapeutic areas of focus in becoming a Canadian-based global health company.”

“Adding these products strengthens our therapeutic line and provides Canadian patients with valuable new treatment options,” adds Mike Woolcock, Senior Vice President, Biosimilars & Specialty. “We look forward to collaborating with Harrow to expand this line with VEVYE, IHEEZO, and ZERVIAE upon receiving market approval to improve the overall patient quality of life in this category.”

Under the terms of the agreement, Apotex licensed exclusive rights and marketing authorizations of the following products in the Canadian market from Harrow:

- VERKAZIA (cyclosporine ophthalmic emulsion) 0.1%, a calcineurin inhibitor immunosuppressant indicated for the treatment of vernal keratoconjunctivitis (VKC) in children from four years of age through adolescence.
- Cationorm PLUS, an OTC, preservative-free emulsion for the treatment of dry eye symptoms and the treatment of signs and symptoms of ocular allergy.

And for products, Apotex will pursue approval for in Canada:

- VEVYE (cyclosporine ophthalmic solution) 0.1%, a novel water-free vehicle (perfluorobutylpentane) based on semifluorinated alkanes, indicated to treat the signs and symptoms of dry eye disease.
- IHEEZO (chloroprocaine hydrochloride ophthalmic gel) 3%, a single-use, low-viscosity gel indicated for ocular surface anesthesia.
- ZERVIAE (cetirizine ophthalmic solution) 0.24%, a histamine-1 (H1) receptor antagonist indicated for the treatment of ocular itching associated with allergic conjunctivitis.

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Harrow Licenses Canadian Rights to Apotex For Five Branded Ophthalmic Pharmaceutical Products

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About Apotex Inc.

Apotex Inc. is a Canadian-based global health company that produces high-quality, affordable and complex medicines for patients around the world, with a strategic focus on becoming a Pan-Canadian Health Champion. Apotex has an integrated portfolio of generic and innovative branded pharmaceutical products for global markets. Apotex employs almost 7,000 people worldwide in manufacturing, R&D, and commercial operations. Apotex medicines are accessible to patients in more than 75 countries globally. Through vertical integration, Apotex is comprised of multiple divisions and affiliates, including Apotex Inc., focused on generic and specialty innovative medicines in Canada and internationally, Apotex Corp., an affiliate of Apotex Inc. which markets and sells products in the United States, and Apobiologix, a division of Apotex Inc. focused on biosimilar development. For more information, visit: www.apotex.com

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.

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: our ability to successfully implement our business plan and commercialize our products in a timely manner or at all, obtain necessary approvals for products in Canada, recruit and retain qualified personnel, manage any growth we may experience and successfully realize the benefits of the licensing arrangements; physician interest in and market acceptance of our products; competition from other pharmaceutical companies; general economic and business conditions, including inflation and supply chain challenges; and regulatory and legal risks and uncertainties related to our operations and the pharmaceutical business in general. These and additional risks and uncertainties are more fully described in Harrow’s filings with the Securities and Exchange Commission (the “SEC”), 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. 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.

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