

Aldeyra Therapeutics, Inc.  
Form 8-K  
September 14, 2016

**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 13, 2016**

**ALDEYRA THERAPEUTICS, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other Jurisdiction**  
  
**of Incorporation)**

**001-36332**  
**(Commission**  
  
**File No.)**  
**131 Hartwell Avenue, Suite 320**

**20-1968197**  
**(IRS Employer**  
  
**Identification No.)**

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**Lexington, MA 02421**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (781) 761-4904**

**Not Applicable**

**(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))

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

(d) On September 13, 2016, based upon the recommendation of the Nominating/Corporate Governance Committee of the Board of Directors (the Board) of Aldeyra Therapeutics, Inc. (Aldeyra), the Board elected Richard H. Douglas, Ph.D. as a Class II director, with his initial term expiring at Aldeyra's 2019 annual meeting of stockholders. In connection with Dr. Douglas' election, and pursuant to the Company's bylaws, the Board has increased the number of directors to eight. A copy of the press release announcing the election of Dr. Douglas is attached as Exhibit 99.1 and incorporated herein by reference.

Pursuant to Aldeyra's non-employee director compensation program, as a non-employee joining the Board, Dr. Douglas was granted a non-statutory stock option to purchase 12,166 shares of Aldeyra's common stock on September 13, 2016 with an exercise price equal to the closing stock price of Aldeyra's common stock on The NASDAQ Capital Market on September 13, 2016. This option will vest ratably in annual installments over three years of service following the date of grant. He will also receive an annual fee of \$17,500 for service as a director. In addition, he will be eligible to receive, upon the conclusion of each annual meeting of stockholders, a non-statutory stock option to purchase 6,083 shares of Aldeyra's common stock on that date with an exercise price equal to the fair market value of Aldeyra's common stock on the grant date. Such annual grant will vest in full on the one-year anniversary of the grant date. Aldeyra's non-employee director compensation program is described in further detail in Aldeyra's Proxy Statement for its 2016 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 25, 2016 pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

Dr. Douglas and Aldeyra will also enter into an indemnification agreement requiring Aldeyra to indemnify him to the fullest extent permitted under Delaware law with respect to his service as a director. The indemnification agreement will be in the form entered into with Aldeyra's other directors and executive officers. This form is attached hereto as Exhibit 99.2.

There is no arrangement or understanding between Dr. Douglas and any other person pursuant to which Dr. Douglas was appointed as a director. The Board has determined that Dr. Douglas is an independent director in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Aldeyra Therapeutics, Inc. Press Release, dated September 14, 2016.   |
| 99.2        | Form of Indemnification Agreement between Aldeyra Therapeutics, Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.1 to Amendment No. 2 to the Aldeyra Therapeutics, Inc.'s Registration Statement on Form S-1 (SEC File No. 333-193204) filed with the SEC on March 17, 2014). |

**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 hereunto duly authorized.

ALDEYRA THERAPEUTICS, INC.

By: /s/ Todd C. Brady, M.D., Ph.D.

Name: Todd C. Brady, M.D., Ph.D.

President and Chief Executive

Title: Officer

Dated: September 14, 2016