

**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): **March 29, 2018**

**JAGUAR HEALTH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-36714**

(Commission File Number)

**46-2956775**

(IRS Employer Identification No.)

**201 Mission Street, Suite 2375**

**San Francisco, California**

(Address of principal executive offices)

**94105**

(Zip Code)

Registrant's telephone number, including area code: **(415) 371-8300**

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 Instruction 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))

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.**

*(b) Resignation of Director*

On March 29, 2018, Dr. Ari Azhir notified the Board of Directors (the "Board") of Jaguar Health, Inc. (the "Company") of her intention to resign as a member of the Board, effective upon the close of business on March 29, 2018, including from her role as a member of the Audit Committee and Compensation Committee. Dr. Azhir is resigning to focus on other opportunities and her decision did not involve any disagreement with the Company, its management or the Board. Dr. Azhir served as a director of the Company since 2016.

Accordingly, the current composition of the Board's committees is as follows:

*Audit Committee:* Messrs. Bochnowski, Micek and Qiu and Dr. Yang

*Compensation Committee:* Messrs. Bochnowski, Kamphuis, Micek and Johnson

In connection with Dr. Azhir's resignation from the Board and its Committees, the Board (i) accelerated the vesting of 171,838 options held by Dr. Azhir that would otherwise have vested on or before December 31, 2018 and (ii) extended the expiration date of the options granted to date to Dr. Azhir from June 29, 2018 to March 29, 2021.

*(d) Election of New Director*

On March 29, 2018, the Board, by resolution as contemplated in the Company's bylaws, appointed Mr. Jonathan B. Siegel, age 44, to fill the vacancy created by Dr. Azhir's resignation and serve as Class I director of the Company until the 2019 annual meeting of stockholders or until his successor is elected and qualified.

Mr. Siegel is founder of JBS Healthcare Ventures, which pursues investments in public and private healthcare entities. In 2017 he left Kingdon Capital ("Kingdon"), where he was principal of the firm, a member of the executive committee and the sector head for healthcare. He joined Kingdon in 2011 and has more than 18 years of investment experience. Prior to joining Kingdon, Mr. Siegel was with SAC Capital Advisors from 2005 to 2011, serving as a portfolio manager for healthcare starting in 2007. Before joining SAC, he was an associate director of pharmaceutical and specialty pharmaceutical research with Bear, Stearns & Co., a research associate with Dresdner Kleinwort Wasserstein, specializing in pharmaceuticals, a consultant to the Life Sciences Division of Computer Sciences Corporation; a research associate at the Novartis Center for Immunobiology, Harvard Medical School, Beth Israel Deaconess Medical Center, and a research assistant at Tufts University School of Medicine. Additionally, he previously served on the board of KV Pharmaceutical Company. Mr. Siegel received a BS in Psychology from Tufts University in 1995 and an MBA from Columbia Business School in 1999.

As previously announced, on March 31, 2017, Napo Pharmaceuticals, Inc. ("Napo"), a wholly-owned subsidiary of the Company, entered into an amended and restated note purchase agreement with certain affiliates of Kingdon (the "Kingdon Entities"), under which remains outstanding approximately \$10.1 million in aggregate principal amount of convertible promissory notes (the "Kingdon Notes") issued by Napo to the Kingdon Entities at a purchase price of \$8 million. Napo's obligations under the Kingdon Notes are secured by a security interest in substantially all of Napo's assets, including Napo intellectual property.

On April 2, 2018, the Company issued a press release with respect to the appointment of Mr. Siegel to the Board, a copy of which is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated April 2, 2018.</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 hereunto duly authorized.

**JAGUAR HEALTH, INC.**

Date: April 2, 2018

By: /s/ Karen S. Wright  
Name: Karen S. Wright  
Title: Chief Financial Officer

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## Jaguar Health Appoints Jonathan B. Siegel to Board of Directors

**San Francisco, CA (April 2, 2018):** Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”), a commercial stage natural-products pharmaceutical company focused on developing novel, sustainably derived gastrointestinal products on a global basis, announced today that it has appointed Jonathan B. Siegel, a highly experienced investment executive in the pharmaceutical and healthcare space, to the Company’s board of directors.

Siegel recently founded JBS Healthcare Ventures to pursue investments in public and private healthcare entities. In 2017 he left Kingdon Capital, where he was principal of the firm, a member of the executive committee and the sector head for healthcare. He joined Kingdon in 2011 and has more than 18 years of investment experience. Prior to joining Kingdon, Siegel was with SAC Capital Advisors from 2005—2011, serving as a portfolio manager for healthcare starting in 2007. Before joining SAC, he was an associate director of pharmaceutical and specialty pharmaceutical research with Bear, Stearns & Co.; a research associate with Dresdner Kleinwort Wasserstein, specializing in pharmaceuticals; a consultant to the Life Sciences Division of Computer Sciences Corporation; a research associate at the Novartis Center for Immunobiology, Harvard Medical School, Beth Israel Deaconess Medical Center; and a research assistant at Tufts University School of Medicine. Additionally, he previously served on the board of KV Pharmaceutical Company. Siegel received a BS in Psychology from Tufts University in 1995 and an MBA from Columbia Business School in 1999.

“We are very happy that Jonathan has joined Jaguar’s board,” commented Lisa Conte, Jaguar’s president and CEO. “Jonathan’s creativity and vision was a catalyst to the merger process that brought Mytesi® to Jaguar. His extensive knowledge of Mytesi®, together with his background in the pharmaceutical investment sector and his previous board experience in this space, further enhances the expertise of our board. I’m confident that Jonathan’s deep industry knowledge will prove highly beneficial as we work to continue commercializing Mytesi® in the U.S. for its FDA-approved indication for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy, and continue to evaluate opportunities to develop and commercialize targeted Mytesi® follow-on indications.”

“I fully support Jaguar’s mission to formulate and commercialize a broad-based suite of novel, sustainably derived gastrointestinal health products for patient populations globally,” stated Siegel, “and I am excited to be part of the team.”

### About Jaguar Health, Inc.

Jaguar Health, Inc. is a commercial stage natural-products pharmaceuticals company focused on developing novel, sustainably derived gastrointestinal products on a global basis. Our wholly-owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary human gastrointestinal pharmaceuticals for the global marketplace from plants used traditionally in rainforest areas. Our Mytesi® (crofelemer) product is approved by the U.S. FDA for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy.

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For more information about Jaguar, please visit [jaguar.health](http://jaguar.health). For more information about Napo, visit [napopharma.com](http://napopharma.com).

### About Mytesi®

Mytesi® (crofelemer) is an antidiarrheal indicated for the symptomatic relief of noninfectious diarrhea in adult patients with HIV/AIDS on antiretroviral therapy (ART). Mytesi® is not indicated for the treatment of infectious diarrhea. Rule out infectious etiologies of diarrhea before starting Mytesi®. If infectious etiologies are not considered, there is a risk that patients with infectious etiologies will not receive the appropriate therapy and their disease may worsen. In clinical studies, the most common adverse reactions occurring at a rate greater than placebo were upper respiratory tract infection (5.7%), bronchitis (3.9%), cough (3.5%), flatulence (3.1%), and increased bilirubin (3.1%).

More information and complete Prescribing Information are available at [Mytesi.com](http://Mytesi.com). Crofelemer, the active ingredient in Mytesi®, is a botanical (plant-based) drug extracted and purified from the red bark sap of the medicinal *Croton lechleri* tree in the Amazon rainforest. Napo has established a sustainable harvesting program for crofelemer to ensure a high degree of quality and ecological integrity.

### Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding the Company’s belief that Siegel’s experience and industry knowledge will prove highly beneficial as Jaguar works to continue commercializing Mytesi® in the U.S. for its FDA-approved indication and continues to evaluate opportunities to develop and commercialize targeted Mytesi® follow-on indications. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “aim,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this release are only predictions. Jaguar has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements speak only as of the date of this release and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond Jaguar’s control. Except as required by applicable law, Jaguar does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Source: Jaguar Health, Inc.

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