
**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 30, 2022**

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.)

200 Pine Street, Suite 400
San Francisco, California
(Address of principal executive offices)

94104
(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.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.0001 Per Share	JAGX	The Nasdaq Stock Market, LLC

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 June 30, 2022, Mr. Greg J. Divis notified the Board of Directors (the “Board”) of Jaguar Health, Inc. (the “Company”) of his intention to resign as a member of the Board, effective as of July 1, 2022. Mr. Divis is resigning to focus on other opportunities and his decision did not involve any disagreement with the Company, its management or the Board. Mr. Divis served as a director of the Company since 2018.

All restricted stock unit and stock option grants made by the Company to Mr. Divis during his tenure on the Board will continue in force and effect pursuant to their terms so long as Mr. Divis remains a member of the business strategy advisory committee, a newly established committee of the Company comprised of individuals who are neither employees nor directors of the Company and who have the relevant operational commercial and deal expertise in the pharmaceutical industry to prepare for optimized value recognition from the Company’s core asset on a global basis.

(d) Election of New Director

On July 1, 2022, the Board, by resolution as contemplated in the Company’s bylaws, appointed Dr. Anula Jayasuriya to fill the vacancy created by Mr. Divis’s resignation and serve as Class III director of the Company until (i) the 2024 Annual Meeting of Stockholders of the Company and her successor has been duly elected and qualified or (ii) her death, resignation or removal, whichever is earlier. The Board has not yet determined the Board committees on which Dr. Jayasuriya will serve, if any.

The Board determined that Dr. Jayasuriya qualifies as an independent director under Nasdaq Listing Rule 5605(a)(2) of the Nasdaq Listing Rules. There are no transactions in which Dr. Jayasuriya has an interest requiring disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended.

In 2013, Dr. Jayasuriya founded EXXclaim Capital and is currently serving as Founder and Managing Director. She has also served on the board of directors of Lineage Cell Therapeutics, Inc. (NYSE: LCTX) since May 2021. In 2006, she co-founded the Evolve India Life Science Fund, managing the fund until July of 2017. From 2001 to 2002, Dr. Jayasuriya was a partner with Skyline Ventures in Palo Alto, and prior to that with the German/US venture capital firm TVM, in San Francisco. Her prior positions include VP, Business Development at Genomics Collaborative, Inc., from 1999 to 2000, VP, Global Drug Development at Hoffman-La Roche from 1994 to 1998 and Director, Outcomes Research at Syntex Laboratories. Dr. Jayasuriya received a B.A. from Harvard University summa cum laude, a M. Phil. in pharmacology from the University of Cambridge, an M.D. and Ph.D. (in Microbiology and Molecular Genetics) from Harvard Medical School and an M.B.A. with distinction from Harvard Business School.

Dr. Jayasuriya will participate in the standard compensation arrangements for the Company’s non-employee directors, including the receipt of (i) a cash retainer equal to \$40,000, and (ii) 128,851 restricted stock units under the Company’s 2014 Stock Incentive Plan (the “Plan”), the grant of which is contingent upon the Company having sufficient authorized shares of common stock under the Plan. The restricted stock units will vest in full on the one-year anniversary of the date of board approval, subject to Dr. Jayasuriya’s continuous service through such vesting date.

Item 7.01. Regulation FD Disclosure.

On July 5, 2022, the Company issued a press release with respect to the appointment of Dr. Jayasuriya to the Board, the resignation of Mr. Divis from the Board, and the establishment of the business development advisory committee, a copy of which is furnished as Exhibit 99.1 hereto.

The information in Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, or incorporated by reference into any of the Company’s filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated July 5, 2022.
104	Cover Page Interactive Data File (embedded with the inline XBRL document)

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.

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer & President

Date: July 6, 2022



Jaguar Health Appoints Senior Healthcare and Investment Executive Dr. Anula Jayasuriya to Board of Directors and Forms Business Development Advisory Committee to Assess Opportunities for Alliances, Mergers, and Acquisitions

Greg Divis departs from Jaguar's Board of Directors; Experienced business development executive Rachel Zolot Schwartz chairs new committee

SAN FRANCISCO, CA / July 5, 2022 / Jaguar Health, Inc. (NASDAQ:JAGX) (Jaguar) today announced that it has appointed Anula Jayasuriya, M.D., Ph.D., M.B.A., to the company's Board of Directors, effective July 1, 2022. Dr. Jayasuriya is a highly experienced healthcare private equity executive and venture capitalist with broad clinical, industry, entrepreneurial, and investment experience. Jaguar today also announced that it has established a Business Development Advisory Committee to identify and assess opportunities for potential alliances, mergers, and acquisitions.

"We are thrilled and honored that Dr. Jayasuriya has joined Jaguar's board," said Lisa Conte, Jaguar's founder, president, and CEO. "She brings a wealth of medical, clinical development, entrepreneurship, and investment experience to our team, and we believe her background and expertise will prove highly beneficial as we work to continue to focus on bringing novel, plant-based, sustainably derived gastrointestinal prescription medicines to people and animals in need around the globe."

"With the completion of enrollment targeted for the end of Q2, 2023 for the OnTarget Phase 3 study of crofelemer for the prophylaxis of cancer therapy-related diarrhea," said Dr. Jayasuriya, "and the expectation that proof-of-concept data for crofelemer for the orphan indications of short bowel syndrome (SBS) and potentially congenital diarrheal disorders (CDD) may be available this year, it's an exciting time to join Jaguar's board, and I am delighted to be part of the team."

Jaguar board member Greg Divis resigned from the company's board, effective July 1, 2022. "We are so thankful to Greg for serving on our board over the past four years and for his support for Jaguar," said Conte.

Rachel Zolot Schwartz has been named Chair of Jaguar's Business Development Advisory Committee (BDAC). Ms. Schwartz is Vice President of Business Development and Commercial at Volastra Therapeutics, a New York-based drug discovery and therapeutics company pioneering novel approaches to treating cancer by exploiting chromosomal instability.

"We are very happy to have a recognized business development leader of Rachel's caliber chairing our BDAC," Conte said. "We expect this committee to play a significant role in supporting our efforts to continue forging license and business development relationships in key markets around the globe for crofelemer, our pipeline within our product. Business development is a core focus at Jaguar, as evidenced by the crofelemer revenue sharing distribution and license agreement we entered this past April with Quadri Pharmaceuticals for multiple human target indications in Middle East markets, and by the exclusive license, commercialization, and services agreement we signed with SynWorld Technologies in June 2022 for Canalevia[®] (crofelemer) for treatment of diarrhea in dogs in China."



“The intersection of business development and commercial in the lifesciences field is my passion, and I am very enthusiastic about chairing Jaguar’s BDAC,” Ms. Schwartz said. “I am excited to bring my skills and experience to the table and work together with the other future members of this committee to help Jaguar identify good partners and structure alliances that not only build the business but have the potential to help significant numbers of patients in need.”

Ms. Schwartz has more than 15 years of commercial and business development experience both within the pharmaceutical industry as well as in consulting. Prior to joining Volastra, she worked in business development at Pfizer, where she led the commercial assessments for all oncology deals, notably including the \$11B acquisition of Array BioPharma in 2019. During her time in business development, she also completed transactions to externalize medicines that had been deprioritized by Pfizer. In addition to business development, she held senior roles in commercial development and marketing, where she recently led the launch planning for ORGOVYX. She also spent time in Pfizer’s Portfolio Decision Analysis group supporting R&D investment allocation decisions to optimize value and improve R&D productivity across Pfizer’s portfolio. Before Pfizer, Rachel was an associate principal at Trinity Life Sciences consulting where she focused on licensing & acquisitions, brand strategy and portfolio optimization. She began her career in sales and marketing at Eli Lilly. Rachel received her MBA at the New York University Stern School of Business and holds an undergraduate degree from the University of Pennsylvania.

Dr. Jayasuriya is the Founder & Managing Director of EXXclaim Capital, an early-stage venture fund focused on catalyzing innovation, entrepreneurship and investment in Women’s Health, and a Co-founder of Evolve India Life Science Fund (EILSF), the very first fund in India to focus exclusively on health care and invest in Indian pharmaceutical, biotechnology, medical device and contract services companies. She has applied deep business, scientific, and medical knowledge in her career as a pharmaceutical company executive, private equity executive, and venture capitalist, providing her with a broad experience base spanning clinical, executive, entrepreneurial, and financial roles. In 2006, Dr. Jayasuriya co-founded EILSF, focusing exclusively on investment in Indian pharmaceutical, biotechnology, medical device and contract services companies. Dr. Jayasuriya was previously a partner with Skyline Ventures in Palo Alto, and prior to that with the German/US venture capital firm TVM, in San Francisco. Her prior positions include VP Business Development at Genomics Collaborative Inc., Vice President, Global Drug Development at Hoffman-La Roche for opportunistic infections in AIDS and Transplantation, and Director, Outcomes Research at Syntex Laboratories. Dr. Jayasuriya received a BA from Harvard summa cum laude, and an MD and PhD (in Microbiology and Molecular Genetics) from Harvard Medical School. She interned in Pediatrics at Boston Children’s Hospital and received an MBA with distinction from Harvard Business School. She also holds a M. Phil. in pharmacology from the University of Cambridge, in England.

About Jaguar Health, Jaguar Animal Health, Napo Pharmaceuticals, & Napo Therapeutics

Jaguar Health is a commercial stage pharmaceuticals company focused on developing novel, plant-based, non-opioid, and sustainably derived prescription medicines for people and animals with GI distress, including chronic, debilitating diarrhea. Jaguar Animal Health is a tradename of Jaguar Health. Jaguar Health’s wholly owned subsidiary, Napo Pharmaceuticals, focuses on developing and commercializing proprietary plant-based human gastrointestinal pharmaceuticals from plants harvested responsibly from rainforest areas. Our crofelemer drug product candidate is the subject of the OnTarget study, an ongoing pivotal Phase 3 clinical trial for prophylaxis of diarrhea in adult cancer patients receiving targeted therapy. Jaguar Health is the majority shareholder of Napo Therapeutics S.p.A. (f/k/a Napo EU S.p.A.), an Italian corporation established by Jaguar Health in Milan, Italy in 2021 that focuses on expanding crofelemer access in Europe.



For more information about Jaguar, please visit <https://jaguar.health>. For more information about Napo Pharmaceuticals, visit www.napopharma.com.

Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements." These include statements regarding Jaguar's belief that Dr. Jayasuriya's background and expertise will prove highly beneficial as the company works to continue to focus on bringing novel, plant-based, sustainably derived gastrointestinal prescription medicines to people and animals in need around the globe, Jaguar's expectation that enrollment in the OnTarget Phase 3 study may complete by the end of Q2, 2023, Jaguar's expectation that proof-of-concept data for crofelemer for SBS and potentially CDD may be available this year, and the company's expectation that the BDAC will play a significant role in supporting Jaguar's efforts to continue forging license and business development relationships in key markets around the globe for crofelemer. 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. Some of the factors that could affect our actual results are included in the periodic reports on Form 10-K and Form 10-Q that we file with the Securities and Exchange Commission. 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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